IT'S A WONDERFUL LIFE

by

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1946

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FADE IN - NIGHT SEQUENCE

SERIES OF SHOTS of various streets and buildings in the town of Bedford Falls, somewhere in New York State. The streets are deserted, and snow is falling. It is Christmas Eve. Over the above scenes we hear voices praying:

GOWER'S VOICE
I owe everything to George Bailey. Help him, dear Father.

MARTINI'S VOICE
Joseph, Jesus and Mary. Help my friend Mr. Bailey.

MRS. BAILEY'S VOICE
Help my son George tonight.

BERT'S VOICE
He never thinks about himself, God, that's why he's in trouble.

ERNIE'S VOICE
George is a good guy. Give him a break, God.

MARY'S VOICE
I love him, dear Lord. Watch over him tonight.

JANIE'S VOICE
Please, God. Something's the matter with Daddy.

ZUZU'S VOICE
Please bring daddy back.

CAMERA PULLS UP from the Bailey home and travels up through the sky until it is above the falling snow, and moving slowly toward a firmament full of stars. As the camera stops we hear the following heavenly voices talking, and as each voice is heard, one of the stars twinkles brightly:

FRANKLIN'S VOICE
Hello, Joseph, trouble?

JOSEPH'S VOICE
Looks like we'll have to send someone down -- a lot of people are asking for help for a man named George Bailey.

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FRANKLIN'S VOICE
George Bailey. Yes, tonight's his crucial night. You're right, we'll have to send someone down immediately. Whose turn is it?

JOSEPH'S VOICE
That's why I came to see you, sir. It's that clock-maker's turn again.

FRANKLIN'S VOICE
Oh -- Clarence. Hasn't got his wings yet, has he? We've passed him up right along.

JOSEPH'S VOICE
Because, you know, sir, he's got the I.Q. of a rabbit.

FRANKLIN'S VOICE
Yes, but he's got the faith of a child -- simple. Joseph, send for Clarence.

A small star flies in from left of screen and stops. It twinkles as Clarence speaks:

CLARENCE'S VOICE
You sent for me, sir?

FRANKLIN'S VOICE
Yes, Clarence. A man down on earth needs our help.

CLARENCE'S VOICE
Splendid! Is he sick?

FRANKLIN'S VOICE
No, worse. He's discouraged. At exactly ten-forty-five P.M. tonight, Earth time, that man will be thinking seriously of throwing away God's greatest gift.

CLARENCE'S VOICE
Oh, dear, dear! His life! Then I've only an hour to dress. What are they wearing now?

FRANKLIN'S VOICE
You will spend that hour getting acquainted with George Bailey.

CLARENCE'S VOICE
Sir.....If I should accomplish this mission -- I mean -- might I perhaps win my wings? I've been waiting for over two hundred years now, sir -- and people are beginning to talk.

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FRANKLIN'S VOICE
What's that book you've got there?

CLARENCE'S VOICE
"The Adventures of Tom Sawyer."

FRANKLIN'S VOICE
Clarence, you do a good job with George Bailey, and you'll get your wings.

CLARENCE'S VOICE
Oh, thank you, sir. Thank you.

JOSEPH'S VOICE
Poor George....Sit down.

CLARENCE'S VOICE
Sit down? What are.....

JOSEPH'S VOICE
If you're going to help a man, you want to know something about him, don't you?

CLARENCE'S VOICE
Well, naturally. Of course.

JOSEPH'S VOICE
Well, keep your eyes open. See the town?

The stars fade out from the screen, and a light, indistinguishable blur is seen.

CLARENCE'S VOICE
Where? I don't see a thing.

JOSEPH'S VOICE
Oh, I forgot. You haven't got your wings yet. Now look, I'll help you out. Concentrate. Begin to see something?

The blur on the screen slowly begins to take form. We see a group of young boys on top of a snow-covered hill.

CLARENCE'S VOICE
Why, yes. This is amazing.

JOSEPH'S VOICE
If you ever get your wings you'll see all by yourself.

CLARENCE'S VOICE
Oh, wonderful!

EXT. FROZEN RIVER AND HILL - DAY - 1919

CLOSE SHOT - group of boys. They are preparing to slide down the hill on large shovels. One of them makes the slide, and shoots out onto the ice of a frozen river at the bottom of the hill.

BOY
(as he slides)
Yippee!!

CLARENCE'S VOICE
Hey, who's that?

JOSEPH'S VOICE
That's your problem, George Bailey.

CLARENCE'S VOICE
A boy?

JOSEPH'S VOICE
That's him when he was twelve, back in 1919. Something happens here you'll have to remember later on.

SERIES OF SHOTS as four or five boys make the slide down the hill and out onto the ice. As each boy comes down the others applaud.

CLOSE SHOT - George Bailey at bottom of slide.

GEORGE
(through megaphone)
And here comes the scare-baby, my kid brother, Harry Bailey.

CLOSE SHOT - Harry, on top of hill, preparing to make his slide.

HARRY
I'm not scared.

BOYS
(ad lib)
Come on, Harry! Attaboy, Harry!

MED. SHOT - Harry makes his slide very fast. He passes the marks made by the other boys, and his shovel takes him onto the thin ice at the bend of the river. The ice breaks, and Harry disappears into the water.

CLOSE SHOT - George.

GEORGE
I'm coming, Harry.

MED. SHOT - George jumps into the water and grabs Harry. As he starts to pull him out he yells:

GEORGE
Make a chain, gang! A chain!

WIDER ANGLE - the other boys lie flat on the ice, forming a human chain. When George reaches the edge with Harry in his arms, they pull them both to safety.

JOSEPH'S VOICE
George saved his brother's life that day. But he caught a bad cold which infected his left ear. Cost him his hearing in that ear. It was weeks before he could return to his after-school job at old man Gower's drug store.

DISSOLVE

EXT. MAIN STREET - BEDFORD FALLS - SPRING AFTERNOON

MED. SHOT - Five or six boys are coming towards camera, arm in arm, whistling. Their attention is drawn to an elaborate horsedrawn carriage proceeding down the other side of the street.

MED. PAN SHOT - The carriage driving by. We catch a glimpse of an elderly man riding in it.

CLOSE SHOT - the boys watching the carriage.

GEORGE
Mr. Potter!

CLARENCE'S VOICE
Who's that - a king?

JOSEPH'S VOICE
That's Henry F. Potter, the richest and meanest man in the county.

The boys continue until they reach Gower's drug store. The drug store is old-fashioned and dignified with jars of colored water in the windows and little else. As the kids stop:

GEORGE
So long!

BOYS
(ad lib)
Got to work, slave.
Hee-haw. Hee-haw.

INT. DRUGSTORE - DAY

MED. SHOT - George comes in and crosses to an old-fashioned cigar lighter on the counter. He shuts his eyes and makes a wish:

GEORGE
Wish I had a million dollars.

He clicks the lighter and the flame springs up.

GEORGE (cont'd)
Hot dog!

WIDER ANGLE - George crosses over to the soda fountain, at which Mary Hatch, a small girl, is seated, watching him. George goes on to get his apron from behind the fountain.

GEORGE
(calling toward back room)
It's me, Mr. Gower. George Bailey.

CLOSE SHOT - Mr. Gower, the druggist, peering from window in back room. We see him take a drink from a bottle.

GOWER
You're late.

MED. SHOT - George behind soda fountain. He is putting on his apron.

GEORGE
Yes, sir.

WIDER ANGLE - Violet Bick enters the drugstore and sits on one of the stools at the fountain. She is the same height as Mary and the same age, but she is infinitely older in her approach to people.

VIOLET
(with warm friendliness)
Hello, George.
(then, flatly, as she sees Mary)
'Lo, Mary.

MARY
(primly)
Hello, Violet.

George regards the two of them with manly disgust. They are two kids to him, and a nuisance. He starts over for the candy counter.

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(CONTINUED)

GEORGE
(to Violet)
Two cents worth of shoelaces?

VIOLET
She was here first.

MARY
I'm still thinking.

GEORGE
(to Violet)
Shoelaces?

VIOLET
Please, Georgie.

George goes over to the candy counter.

VIOLET (cont'd)
(to Mary)
I like him.

MARY
You like every boy.

VIOLET
(happily)
What's wrong with that?

GEORGE
Here you are.

George gives Violet a paper sack containing licorice shoelaces. Violet gives him the money.

VIOLET
(the vamp)
Help me down?

GEORGE
(disgusted)
Help you down!

Violet jumps down off her stool and exits. Mary, watching, sticks out her tongue as she passes.

CLOSE SHOT - George and Mary at fountain.

GEORGE
Made up your mind yet?

MARY
I'll take chocolate.

George puts some chocolate ice cream in a dish.

GEORGE
With coconuts?

(CONTINUED)

(CONTINUED)

MARY
I don't like coconuts.

GEORGE
You don't like coconuts! Say, brainless, don't you know where coconuts come from? Lookit here -- from Tahiti -- Fiji Islands, the Coral Sea!

He pulls a magazine from his pocket and shows it to her.

MARY
A new magazine! I never saw it before.

GEORGE
Of course you never. Only us explorers can get it. I've been nominated for membership in the National Geographic Society.

He leans down to finish scooping out the ice cream, his deaf ear toward her. She leans over, speaking softly.

CLOSE SHOT - Mary, whispering.

MARY
Is this the ear you can't hear on? George Bailey, I'll love you till the day I die.

She draws back quickly and looks down, terrified at what she has said.

CLOSE SHOT - George and Mary.

GEORGE
I'm going out exploring some day, you watch. And I'm going to have a couple of harems, and maybe three or four wives. Wait and see.

He turns back to the cash-register, whistling.

ANOTHER ANGLE - taking in entrance to prescription room at end of fountain. Gower comes to the entrance. He is bleary-eyed, unshaven, chewing an old unlit cigar. His manner is gruff and mean. It is evident he has been drinking.

GOWER
George! George!

GEORGE
Yes, sir.

(CONTINUED)

(CONTINUED)

GOWER
You're not paid to be a canary.

GEORGE
No, sir.

He turns back to the cash register when he notices an open telegram on the shelf. He is about to toss it aside when he starts to read it.

INSERT: THE TELEGRAM. It reads:

"We regret to inform you that your son, Robert, died very suddenly this morning of influenza stop. Everything possible was done for his comfort stop. We await instructions from you.

EDWARD MELLINGTON
Pres. HAMMERTON COLLEGE".

BACK TO SHOT. George puts the telegram down. A goodness of heart expresses itself in a desire to do something for Gower. He gives the ice cream to Mary without comment and sidles back toward Gower.

INT. PRESCRIPTION ROOM OF DRUGSTORE - DAY

CLOSE SHOT - Gower, drunk, is intent on putting some capsules into a box.

GEORGE
Mr. Gower, do you want something... Anything?

GOWER
No.

GEORGE
Anything I can do back here?

GOWER
No.

George looks curiously at Gower, realizing that he is quite drunk. Gower fumbles and drops some of the capsules to the floor.

CLOSE SHOT - capsules spilling on floor at their feet.

BACK TO SHOT - George and Gower

GEORGE
I'll get them, sir.

(CONTINUED)

He picks up the capsules and puts them in the box. Gower waves George aside, takes his old wet cigar, shoves it in his mouth and sits in an old Morris chair in the b.g. George turns a bottle around from which Gower has taken the powder for the capsules. It's label reads "POISON." George stands still, horrified.

GOWER
Take those capsules over to Mrs. Blaine's. She's waiting for them.

George picks up the capsule box, not knowing what to do or say. His eyes go, harassed, to the bottle labelled poison. George's fingers fumble.

GEORGE
Yes, sir. They have the diphtheria there, haven't they, sir?

GOWER
Ummmm....

Gower stares moodily ahead, sucking his cigar. George turns to him, the box in his hand.

GEORGE
Is it a charge, sir?

GOWER
Yes -- charge.

GEORGE
Mr. Gower, I think.....

GOWER
Aw, get going!

GEORGE
Yes, sir.

INT. DRUGSTORE - DAY

MED. SHOT - George comes out into main room. As he puts on his cap he sees a Sweet Caporals ad which says:

INSERT: "ASK DAD HE KNOWS" - SWEET CAPORAL

BACK TO SHOT: With an inspiration, George dashes out the door and down the street. Mary follows him with her eyes.

EXT. STREET - DAY

MED. SHOT - George runs down the street until he comes opposite a two-story building with a sign on it reading: "Bailey Building and Loan Association." He stops. Potter's carriage is waiting at the entrance. Suddenly he runs up the stairs.

INT. OUTER OFFICE BLDG. & LOAN - DAY

FULL SHOT. The offices are ancient and a bit on the rickety side. There is a counter with a grill, something like a bank. Before a door marked: PETER BAILEY, PRIVATE George's Uncle Billy stands, obviously trying to hear what is going on inside. He is a very good-humored man of about fifty, in shirt-sleeves. With him at the door, also listening, are Cousin Tilly Bailey, a waspish-looking woman, who is the telephone operator, and Cousin Eustace Bailey, the clerk. The office vibrates with an aura of crisis as George enters and proceeds directly toward his father's office.

CLOSE SHOT - Uncle Billy listening at the door. As George is about to enter his father's office, Uncle Billy grabs him by the arm.

UNCLE BILLY
Avast, there, Captain Cook! Where you headin'?

GEORGE
Got to see Pop, Uncle Billy.

UNCLE BILLY
Some other time, George.

GEORGE
It's important.

UNCLE BILLY
There's a squall in there that's shapin' up into a storm.

During the foregoing, Cousin Tilly has answered the telephone, and now she calls out:

COUSIN TILLY
Uncle Billy ... telephone.

UNCLE BILLY
Who is it?

COUSIN TILLY
Bank examiner.

INSERT: CLOSEUP Uncle Billy's left hand. There are pieces of string tied around two of the fingers, obviously to remind him of things he has to do.

BACK TO SHOT. Uncle Billy looking at his hand.

UNCLE BILLY
Bank examiner! I should have called him yesterday. Switch it inside.

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He enters a door marked: WILLIAM BAILEY, PRIVATE. George stands irresolute a moment, aware of crisis in the affairs of the Bailey Building and Loan Association, but aware more keenly of his personal crisis. He opens the door of his father's office and enters.

INT. BAILEY'S PRIVATE OFFICE - DAY

MED. SHOT - George's father is seated behind his desk, nervously drawing swirls on a pad. He looks tired and worried. He is a gentle man in his forties, an idealist, stubborn only for other people's rights. Nearby, in a throne-like wheelchair, behind which stands the goon who furnishes the motive power, sits Henry F. Potter, his squarish derby hat on his head. The following dialogue is fast and heated, as though the argument had been in process for some time.

BAILEY
I'm not crying, Mr. Potter.

POTTER
Well, you're begging, and that's a whole lot worse.

BAILEY
All I'm asking is thirty days more....

GEORGE
(interrupting)
Pop!

BAILEY
Just a minute, son.
(to Potter)
Just thirty short days. I'll dig up that five thousand somehow.

POTTER
(to his goon)
Shove me up....

Goon pushes his wheelchair closer to the desk.

GEORGE
Pop!

POTTER
Have you put any real pressure on those people of yours to pay those mortgages?

BAILEY
Times are bad, Mr. Potter. A lot of these people are out of work.

(CONTINUED)

(CONTINUED)

POTTER
Then foreclose!

BAILEY
I can't do that. These families have children.

MED. CLOSE SHOT. Potter and Bailey.

GEORGE
Pop!

POTTER
They're not my children.

BAILEY
But they're somebody's children, Mr. Potter.

POTTER
Are you running a business or a charity ward?

BAILEY
Well, all right.....

POTTER
(interrupting)
Not with my money!

CLOSE SHOT. Potter and Bailey.

BAILEY
Mr. Potter, what makes you such a hard-skulled character? You have no family - no children. You can't begin to spend all the money you've got.

POTTER
So I suppose I should give it to miserable failures like you and that idiot brother of yours to spend for me.

George cannot listen any longer to such libel about his father. He comes around in front of the desk.

GEORGE
He's not a failure! You can't say that about my father!

BAILEY
George, George.....

GEORGE
You're not! You're the biggest man in town!

(CONTINUED)

(CONTINUED)

BAILEY
Run along.

He pushes George toward the door.

GEORGE
Bigger'n him!

As George passes Potter's wheelchair he pushes the old man's shoulder. The goon puts out a restraining hand.

BAILEY
Run along.

GEORGE
Bigger'n everybody.

George proceeds towards the door, with his father's hand on his shoulder. As they go:

POTTER
Gives you an idea of the Baileys.

INT. OUTER OFFICE BLDG. & LOAN - DAY

CLOSE SHOT - George and his father at the door.

GEORGE
Don't let him say that about you, Pop.

BAILEY
All right, son, thanks. I'll talk to you tonight.

Bailey closes the door on George and turns back to Potter. George stands outside the door with the capsules in his hand.

WIPE TO:

INT. BACK ROOM - GOWER'S DRUG STORE - DAY

CLOSE SHOT - Gower talking on the telephone. George stands in the doorway.

GOWER
(drunkenly)
Why, that medicine should have been there an hour ago. It'll be over in five minutes, Mrs. Blaine.

He hangs up the phone and turns to George.

GOWER (cont'd)
Where's Mrs. Blaine's box of capsules?

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(CONTINUED)

He grabs George by the shirt and drags him into the back room.

GEORGE
Capsules....

GOWER
(shaking him)
Did you hear what I said?

GEORGE
(frightened)
Yes, sir, I.....

Gower starts hitting George about the head with his open hands. George tries to protect himself as best he can.

GOWER
What kind of tricks are you playing, anyway? Why didn't you deliver them right away? Don't you know that boy's very sick?

GEORGE
(in tears)
You're hurting my sore ear.

INT. FRONT ROOM DRUG STORE - DAY

CLOSE SHOT - Mary is still seated at the soda fountain. Each time she hears George being slapped, she winces.

INT. BACK ROOM DRUG STORE - DAY

CLOSE SHOT - George and Gower.

GOWER
You lazy loafer!

GEORGE
(sobbing)
Mr. Gower, you don't know what you're doing. You put something wrong in those capsules. I know you're unhappy. You got that telegram, and you're upset. You put something bad in those capsules. It wasn't your fault, Mr. Gower...

George pulls the little box out of his pocket. Gower savagely rips it away from him, breathing heavily, staring at the boy venemously.

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GEORGE (cont'd)
Just look and see what you did. Look at the bottle you took the powder from. It's poison! I tell you it's poison! I know you feel bad...and...

George falters off, cupping his aching ear with a hand. Gower looks at the large brown bottle which has not been replaced on the shelf. He tears open the package, shakes the powder out of one of the capsules, cautiously tastes it, then abruptly throws the whole mess to the table and turns to look at George again. The boy is whimpering, hurt, frightened. Gower steps toward him.

GEORGE (cont'd)
Don't hurt my sore ear again.

But this time Gower sweeps the boy to him in a hug, and sobbing hoarsely crushes the boy in his embrace. George is crying too.

GOWER
No....No....No....

GEORGE
Don't hurt my ear again!

GOWER
(sobbing)
Oh, George, George....

GEORGE
Mr. Gower, I won't ever tell anyone. I know what you're feeling. I won't ever tell a soul. Hope to die, I won't.

GOWER
Oh, George.

DISSOLVE TO:

INT. LUGGAGE SHOP - DAY - (1928)

MED. SHOT. It is late afternoon. A young man is looking over an assortment of luggage. Across the counter stands Joe Hepner, the proprietor of the store -- he is showing a suitcase.

JOE
An overnight bag -- genuine English cowhide, combination lock, fitted up with brushes, combs....

CUSTOMER
Nope.

(CONTINUED)

As CAMERA MOVES UP CLOSER to him, he turns and we get our first glimpse of George as a young man. CAMERA HAS MOVED UP to a CLOSEUP by now.

GEORGE
Nope. Nope. Nope. Nope. Now, look, Joe. Now look, I...I want a big one.

Suddenly, in action, as George stands with his arms outstretched in illustration, the picture freezes and becomes a still. Over this hold-frame shot we hear the voices from Heaven:

CLARENCE'S VOICE
What did you stop it for?

JOSEPH'S VOICE
I want you to take a good look at that face.

CLARENCE'S VOICE
Who is it?

JOSEPH'S VOICE
George Bailey.

CLARENCE'S VOICE
Oh, you mean the kid that had his ears slapped back by the druggist?

JOSEPH'S VOICE
That's the kid.

CLARENCE'S VOICE
It's a good face. I like it. I like George Bailey. Tell me, did he ever tell anyone about the pills?

JOSEPH'S VOICE
Not a soul.

CLARENCE'S VOICE
Did he ever marry the girl? Did he ever go exploring?

JOSEPH'S VOICE
Well, wait and see.

CLOSE SHOT - the screen. The arrested CLOSEUP of George springs to life again.

GEORGE
Big - see! I don't want one for one night. I want something for a thousand and one nights, with plenty of room for labels from Italy and Baghdad, Samarkand...a great big one.

(CONTINUED)

(CONTINUED)

JOE
I see, a flying carpet, huh? I don't suppose you'd like this old second-hand job, would you?

He brings a large suitcase up from under the counter.

GEORGE
Now you're talking. Gee whiz, I could use this as a raft in case the boat sunk. How much does this cost?

JOE
No charge.

GEORGE
That's my trick ear, Joe. It sounded as if you said no charge.

JOE
(indicating name on suitcase)
That's right.

GEORGE
(as he sees his name)
What's my name doing on it?

JOE
A little present from old man Gower. Came down and picked it out himself.

GEORGE
(admiring the bag)
He did? Whatta you know about that -- my old boss....

JOE
What boat you sailing on?

GEORGE
I'm working across on a cattle boat.

JOE
A cattle boat?

GEORGE
(as he exits)
Okay, I like cows.

WIPE TO:

INT. GOWER DRUG STORE - DAY

MED. SHOT - The place is practically the same except that it is now full of school kids having sodas, etc. A juke box and many little tables have been added. It has become the hangout of the local small fry. There are now three kids jerking sodas.

Gower is a different man now -- sober, shaven and good humored. He is behind the counter when George comes in. Gower's face lights up when he sees George.

GEORGE
Mr. Gower...Mr. Gower...thanks ever so much for the bag. It's just exactly what I wanted.

GOWER
Aw, forget it.

GEORGE
Oh, it's wonderful.

GOWER
Hope you enjoy it.

George suddenly sees the old cigar lighter on the counter. He closes his eyes and makes a wish.

GEORGE
Oh...Oh. Wish I had a million dollars.

As he snaps the lighter the flame springs up.

GEORGE (cont'd)
Hot dog!

George shakes Gower's hand vigorously, and exits.

EXT. MAIN STREET BEDFORD FALLS - DAY

PAN SHOT - as George crosses the street. Uncle Billy, Cousin Tilly and Cousin Eustace are leaning out of the second-floor window of the Building and Loan offices.

UNCLE BILLY
Avast there, Captain Cook. You got your sea legs yet?

COUSIN EUSTACE
Parlez-vous Francais? Hey, send us some of them picture postcards, will you, George?

UNCLE BILLY
Hey, George, don't take any plugged nickels.

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COUSIN TILLY
Hey, George, your suitcase is leaking.

George waves up at them and continues on across the street.

EXT. MAIN STREET - DAY

MED. SHOT - as George crosses the street. He spots Ernie and his cab, and Bert the motor cop, parked alongside.

GEORGE
Hey, Ernie!

ERNIE
Hiya, George!

GEORGE
Hi, Bert.

BERT
George...

GEORGE
Ernie, I'm a rich tourist today. How about driving me home in style.

Bert opens the door of the cab and puts George's suitcase inside.

ERNIE
Sure, your highness, hop in. And, for the carriage trade, I puts on my hat.

As George is about to enter the cab, he stops suddenly as he sees Violet, (now obviously a little sex machine) come toward him. Her walk and figure would stop anybody. She gives him a sultry look.

REVERSE ANGLE - The three men by the cab, but including Violet.

VIOLET
Good afternoon, Mr. Bailey.

GEORGE
Hello, Violet. Hey, you look good. That's some dress you got on there.

CLOSE SHOT - Violet. She reacts to this.

VIOLET
Oh, this old thing? Why, I only wear it when I don't care how I look.

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(CONTINUED)

CAMERA PANS WITH her as Violet swings on down the sidewalk.

REVERSE SHOT - cab. As Violet goes by George and Bert raise their heads above the top of the cab.

MED. SHOT - on Violet's back as she goes. As she crosses the street an elderly man turns to look at her, and is almost hit by a car that pulls up with screeching brakes.

CLOSE SHOT - George and Bert at cab. Ernie sticks his head out from the driver's seat.

ERNIE
How would you like....

GEORGE
(as he enters cab)
Yes.....

ERNIE
Want to come along, Bert? We'll show you the town?

Bert looks at his watch, then takes another look at Violet's retreating figure.

BERT
No thanks. Think I'll go home and see what the wife's doing.

ERNIE
Family man.

DISSOLVE TO:

INT. BAILEY DINING ROOM - NIGHT

MED. SHOT - Pop Bailey is seated at the dinner table. Mrs. Bailey and Annie, the cook, look up toward the vibrating ceiling. There are SOUNDS of terrific banging and scuffling upstairs. Annie pounds on the ceiling with a broom.

MOTHER
(calling out)
George! Harry! You're shaking the house down! Stop it!

POP
Oh, let 'em alone. I wish I was up there with them.

MOTHER
Harry'll tear his dinner suit. George!

ANOTHER ANGLE - Mrs. Bailey is calling up the stairs.

ANNIE
That's why all children should be girls.

MOTHER
But if they were all girls, there wouldn't be any..... Oh, never mind.
(calling up stairs)
George! Harry! Come down to dinner this minute. Everything's getting cold and you know we've been waiting for you.

GEORGE'S VOICE
Okay, mom.

She goes up the stairs.

Pop is smiling and poking his plate. A commotion is heard on the stairs, the boys imitating fan-fare MUSIC. Down they come holding their Mother high between them on their hands. They bring her into the dining room and deposit her gracefully into Pop's lap.

BOYS
Here's a present for you, Pop.

Pop kisses her. Mother gives Pop a quick hug then turns with all the wrath she can muster on the two boys.

MOTHER
Oh, you two idiots! George, sit down and have dinner.

HARRY
I've eaten.

MOTHER
Well, aren't you going to finish dressing for your graduation party? Look at you.

HARRY
I don't care. It's George's tux.

Annie crosses the room, holding her broom. Harry reaches out for her.

ANNIE
If you lay a hand on me, I'll hit you with this broom.

HARRY
Annie, I'm in love with you. There's a moon out tonight.

(CONTINUED)

(CONTINUED)

As he pushes her through the kitchen door, he slaps her fanny. She screams. The noise is cut off by the swinging door. George and his mother sit down at the table.

GEORGE
Boy, oh, boy, oh, boy - my last meal at the old Bailey boarding house.

MOTHER
Oh, my lands, my blood pressure!

CLOSE SHOT - Harry, as he sticks his head through the kitchen door.

HARRY
Pop, can I have the car? I'm going to take over a lot of plates and things.

MOTHER
What plates?

HARRY
Oh, Mom -- I'm chairman of the eats committee and we only need a couple of dozen.

MOTHER
Oh, no you don't. Harry, now, not my best Haviland.

She follows Harry into the kitchen, leaving Pop and George. As she goes:

GEORGE
Oh, let him have the plates, Mother.

CLOSE SHOT - George and his father, eating at the table. There is a great similarity and a great understanding between them.

POP
Hope you have a good trip, George. Uncle Billy and I are going to miss you.

GEORGE
I'm going to miss you, too, Pop. What's the matter? You look tired.

POP
Oh, I had another tussle with Potter today.

(CONTINUED)

(CONTINUED)

GEORGE
Oh.....

POP
I thought when we put him on the Board of Directors, he'd ease up on us a little bit.

GEORGE
I wonder what's eating that old money-grubbing buzzard anyway?

POP
Oh, he's a sick man. Frustrated and sick. Sick in his mind, sick in his soul, if he has one. Hates everybody that has anything that he can't have. Hates us mostly, I guess.

MED. SHOT - the dining room. Harry and his Mother come out of the kitchen, Harry carrying a pie in each hand, and balancing one on his head. CAMERA PANS WITH them as they cross.

HARRY
Gangway! Gangway! So long, Pop.

POP
So long, son.

GEORGE
Got a match?

HARRY
Very funny. Very funny.

MOTHER
Put those things in the car and I'll get your tie and studs together.

HARRY
Okay, Mom. You coming later? You coming later, George?

GEORGE
What do you mean, and be bored to death?

HARRY
Couldn't want a better death. Lots of pretty girls, and we're going to use that new floor of yours tonight, too.

GEORGE
I hope it works.

(CONTINUED)

(CONTINUED)

POP
No gin tonight, son.

HARRY
Aw, Pop, just a little.

POP
No, son, not one drop.

CLOSE SHOT - George and Pop at the table. Annie comes in with some dishes.

ANNIE
Boys and girls and music. Why do they need gin?

She exits.

GEORGE
Father, did I act like that when I graduated from high school?

POP
Pretty much. You know, George, wish we could send Harry to college with you. Your mother and I talked it over half the night.

GEORGE
We have that all figured out. You see, Harry'll take my job at the Building and Loan, work there four years, then he'll go.

POP
He's pretty young for that job.

GEORGE
Well, no younger than I was.'

POP
Maybe you were born older, George.

GEORGE
How's that?

POP
I say, maybe you were born older. I suppose you've decided what you're going to do when you get out of college.

GEORGE
Oh, well, you know what I've always talked about - build things.... design new buildings -- plan modern cities -- all that stuff I was talking about.

(CONTINUED)

POP
Still after that first million before you're thirty.

GEORGE
No, I'll settle for half that in cash.

Annie comes in again from the kitchen.

POP
Of course, it's just a hope, but you wouldn't consider coming back to the Building and Loan, would you?

Annie stops serving to hear his answer.

GEORGE
Well, I.....
(to Annie)
Annie, why don't you draw up a chair? Then you'd be more comfortable and you could hear everything that's going on.

ANNIE
I would if I thought I'd hear anything worth listening to.

GEORGE
You would, huh?

She gives George a look, and goes on out into the kitchen. Bailey smiles and turns to George.

POP
I know it's soon to talk about it.

GEORGE
Oh, now, Pop, I couldn't. I couldn't face being cooped up for the rest of my life in a shabby little office.

He stops, realizing that he has hurt his father.

GEORGE (cont'd)
Oh, I'm sorry, Pop, I didn't mean that remark, but this business of nickels and dimes and spending all your life trying to figure out how to save three cents on a length of pipe....I'd go crazy. I want to do something big and something important.

(CONTINUED)

POP
(quietly)
You know, George, I feel that in a small way we are doing something important. Satisfying a fundamental urge. It's deep in the race for a man to want his own roof and walls and fireplace, and we're helping him get those things in our shabby little office.

GEORGE
(unhappily)
I know, Dad. I wish I felt.... But I've been hoarding pennies like a miser in order to....Most of my friends have already finished college. I just feel like if I don't get away, I'd bust.

POP
Yes....Yes....You're right, son.

GEORGE
You see what I mean, don't you, Pop?

POP
This town is no place for any man unless he's willing to crawl to Potter. You've got talent, son. I've seen it. You get yourself an education. Then get out of here.

GEORGE
Pop, you want a shock? I think you're a great guy.

To cover his embarassment, he looks toward the kitchen door and calls?

GEORGE (cont'd)
Oh, did you hear that, Annie?

CLOSE SHOT - Annie listening through glass in door.

ANNIE
I heard it. About time one of you lunkheads said it.

CLOSE SHOT - George and his father at the table.

GEORGE
I'm going to miss old Annie. Pop, I think I'll get dressed and go over to Harry's party.

POP
Have a good time, son. WIPE TO:

INT. HIGH SCHOOL GYM - NIGHT

MED. CLOSE SHOT - At one end of the room an orchestra is playing. George wends his way through the dancing couples towards a supper table. He and Harry are carrying plates and pies.

GEORGE
Here you are.

Several of the boys take the plates from him. George looks at them, feeling very grown up and out of place.

HARRY
(introducing George)
You know my kid brother, George. I'm going to put him through college.

Sam Wainwright comes in behind Harry, waggles his hands at his ears as he talks.

SAM
Here comes George. Hello, hee-haw!

George swings around, delighted to hear a familiar voice.

WIDER ANGLE - including Sam and Marty Hatch. Sam is assured and breezy, wearing very collegiate clothes.

GEORGE
Oh, oh. Sam Wainwright! How are you? When did you get here?

SAM
Oh, this afternoon. I thought I'd give the kids a treat.

GEORGE
Old college graduate now, huh?

SAM
Yeah - old Joe College Wainwright, they call me. Well, freshman, looks like you're going to make it after all.

GEORGE
Yep.

Sam sees Harry and leaves George in the middle of a gesture.

SAM
(to Harry)
Harry! You're the guy I want to see. Coach has heard all about you.

(CONTINUED)

(CONTINUED)

HARRY

He has?

SAM

Yeah. He's followed every game and his mouth's watering. He wants me to find out if you're going to come along with us.

HARRY

Well, I gotta make some dough first.

SAM

Well, you better make it fast. We need great ends like you -- not broken down old guys like this one.

George and Sam wiggle their fingers at their ears, saluting each other.

GEORGE

Hee-haw!

SAM

Hee-haw!

An elderly, fussy school principal comes over to George.

PRINCIPAL

George, welcome back.

GEORGE

Hello, Mr. Partridge, how are you?

PRINCIPAL

Putting a pool under this floor was a great idea. Saved us another building. Now, Harry, Sam, have a lot of fun. There's lot's of stuff to eat and drink. Lots of pretty girls around.

Violet Bick comes into the scene and turns to face George. She is waving her dance program at him.

VIOLET

Hey, George.....

GEORGE

Hello, Violet.

VIOLET

Hello, what am I bid?

Marty Hatch enters scene.

MARTY

George.

(CONTINUED)

(CONTINUED)

GEORGE
Hiya, Marty. Well, it's old home week.

MARTY
Do me a favor, will you, George?

GEORGE
What's that?

MARTY
Well, you remember my kid sister, Mary?

GEORGE
Oh, yeah, yeah.

SAM
"Momma wants you, Marty." "Momma wants you, Marty." Remember?

MARTY
Dance with her, will you?

GEORGE
Oh...me? Oh, well, I feel funny enough already, with all these kids.

MARTY
Aw, come on. Be a sport. Just dance with her one time and you'll give her the thrill of her life.

SAM
Aw, go on.

MARTY
(calling off)
Hey, sis.

GEORGE
Well, excuse me, Violet. Don't be long, Marty. I don't want to be a wet nurse for.....

He stops suddenly as he sees Mary, staring at her.

CLOSEUP - Mary Hatch. She is standing talking to one of the boys, Freddie, a glass of punch in her hand. For the first time she is wearing an evening gown and she has gained assurance from the admiration of the boy with her. She turns around and for the first time she sees George. For a second she loses her poise, staring at him.

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FREDDIE'S VOICE
And the next thing I know, some guy came up and tripped me. That's the reason why I came in fourth. If it hadn't been for that.....

CLOSE SHOT - George, staring at Mary.

FREDDIE'S VOICE (cont'd)
that race would have been a cinch. I tried to find out who it was later....

CLOSEUP - Mary, still staring at George, and smiling.

FREDDIE'S VOICE (cont'd)
...but I couldn't find out. Nobody'd ever tell you whoever it was because they'd be scared. They know.....

MED. CLOSEUP - Mary and Freddie. Marty comes into scene, followed by George.

FREDDIE (cont'd)
.....what kind of.....

MARTY
(interrupting)
You remember George? This is Mary. Well, I'll be seeing you.

GEORGE
Well...Well...Well...

FREDDIE
Now, to get back to my story, see.....

Mary hands her punch cup to Freddie, and she and George start dancing.

FREDDIE (cont'd)
Hey, this is my dance!

GEORGE
Oh, why don't you stop annoying people!

FREDDIE
Well, I'm sorry. Hey!

MOVING SHOT - following George and Mary as they dance.

GEORGE
Well, hello.

MARY
Hello. You look at me as if you didn't know me.

GEORGE
Well, I don't.

MARY
You've passed me on the street almost every day.

GEORGE
Me?

MARY
Uh-huh.

GEORGE
Uh-uh. That was a little girl named Mary Hatch. That wasn't you.

A WHISTLE is heard o.s., and the MUSIC stops.

CLOSE SHOT - Harry on the orchestra platform, whistle in hand.

HARRY
Oyez - oyez- oyez... The big Charleston contest. The prize? A genuine loving cup. Those not tapped by the judges will remain on the floor. Let's go!

CLOSEUP - George and Mary. As the MUSIC starts and couples begin dancing once more, they look at each other.

GEORGE
I'm not very good at this.

MARY
Neither am I.

GEORGE
Okay - what can we lose?

They start their Charleston. We see a SERIES OF SHOTS of various couples doing their routines, some good, some bad.

CLOSEUP - Freddie leaning against the railing around the dance floor, looking daggers at George. Mickey, a young punk who has had one too many, is beside him.

MICKEY
What's the matter, Othello - jealous? Did you know there's a swimming pool under this floor? And did you know that button behind you causes this floor to open up? And did you further know that George Bailey is dancing right over that crack? And I've got the key?

Freddie needs no more. He takes the key from Mickey and turns the switch. The floor begins to part in the middle, each half sliding under the bleacher seats. Pandemonium starts. Dancers begin to scream as they try to get off. Some are so engrossed in dancing they continue at top speed. Teachers and elders start to scurry off. As the floor opens, it reveals an attractive, lighted swimming pool.

George and Mary are so busy dancing they don't notice the floor opening. Spotlights concentrate on them. They mistake the screams for cheers.

CLOSE SHOT - George and Mary dancing.

GEORGE
They're cheering us. We must be good.

MED. CLOSE SHOT - the crowd watching George and Mary dancing. They move backwards until finally they reach the edge of the floor and fall into the pool below.

SERIES OF SHOTS - George and Mary still trying to dance in the water -- the crowd on the edge cheering them -- some of the crowd leap into the pool -- the principal trying to restore order, finally clasps his hands like a diver and leaps in himself.

FADE OUT

FADE IN

EXT. TREE LINED RESIDENTIAL STREET - NIGHT

MED. CLOSE SHOT - George and Mary. The night is warm with a bright moon. George is dressed in jersey sweater and oversize football pants that keep wanting to come down. Mary is in an old white bath robe. Each is carrying their wet clothes tied into a bundle, that leaves a trail of dripping water. As they near (cont'd)

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the camera we hear them singing:

GEORGE AND MARY
(singing)
Buffalo Gals can't you come out tonight. Can't you come out tonight. Can't you come out tonight. Buffalo Gals can't you come out tonight and dance by the light of the moon.

GEORGE
Hot dog! Just like an organ.

MARY
Beautiful.

CAMERA MOVES WITH them as they proceed down the street.

GEORGE
And I told Harry I thought I'd be bored to death. You should have seen the commotion in that locker room. I had to knock down three people to get this stuff we're wearing here. Here, let me hold that old wet dress of yours.

He takes the bundle of clothes from Mary. They stop and look at each other.

MARY
Do I look as funny as you do?

GEORGE
I guess I'm not quite the football type. You...you look wonderful. You know, if it wasn't me talking I'd say you were the prettiest girl in town.

MARY
Well, why don't you say it?

GEORGE
I don't know. Maybe I will say it. How old are you anyway?

MARY
Eighteen.

GEORGE
Eighteen! Why, it was only last year you were seventeen.

MARY
Too young or too old?

(CONTINUED)

(CONTINUED)

GEORGE
Oh, no. Just right. Your age fits you. Yes, sir, you look a little older without your clothes on.

Mary stops. George, to cover his embarassment, talks quickly on:

GEORGE (cont'd)
I mean, without a dress. You look older...I mean, younger. You look just....

In his confusion George steps on the end of the belt of Mary's bath robe, which is trailing along behind her. She gathers the robe around her.

GEORGE (cont'd)
Oh-oh.....

MARY
(holding out her hand)
Sir, my train, please.

GEORGE
A pox upon me for a clumsy lout.

He picks up the belt and throws it over her arm.

GEORGE (cont'd)
Your....your caboose, my lady.

MARY
You may kiss my hand.

GEORGE
Ummmmm.....

Holding her hand, George moves in closer to Mary.

GEORGE (cont'd)
Hey - hey, Mary.

Mary turns away from him, singing "Buffalo Gals":

MARY
(singing)
As I was lumbering down the street...

George looks after her, then picks up a rock from the street.

GEORGE
Okay then, I'll throw a rock at the old Granville house.

(CONTINUED)

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MARY
Oh, no, don't. I love that old house.

MED. LONG SHOT - old house. It is a weather-beaten, old-fashioned two-storied house that once was no doubt resplendent.

GEORGE
No. You see, you make a wish and then try and break some glass. You got to be a pretty good shot now-a-days, too.

MED. CLOSEUP - George and Mary.

MARY
Oh, no, George, don't. It's full of romance, that old place. I'd like to live in it.

GEORGE
In that place?

MARY
Uh-huh.

GEORGE
I wouldn't live in it as a ghost. Now watch.....right on the second floor there.

MED. LONG SHOT - old house. George hurls the rock at the house. We hear the SOUND of a window breaking.

EXT. FRONT PORCH OF HOUSE - NIGHT

CLOSE SHOT. We see a grumpy old man in shirt sleeves in a rocking chair on the porch. He looks up as he hears the breaking glass.

EXT. STREET - NIGHT

CLOSEUP - George and Mary.

MARY
What'd you wish, George?

(CONTINUED)

(CONTINUED)

GEORGE
Well, not just one wish. A whole hatful, Mary. I know what I'm going to do tomorrow and the next day and the next year and the year after that. I'm shaking the dust of this crummy little town off my feet and I'm going to see the world. Italy, Greece, the Parthenon, the Coleseum. Then I'm coming back here and go to college and see what they know... and then I'm going to build things. I'm gonna build air fields. I'm gonna build skyscrapers a hundred stories high. I'm gonna build bridges a mile long.....

As he talks, Mary has been listening intently. She finally stoops down and picks up a rock, weighing it in her hand.

GEORGE (cont'd)
Are you gonna throw a rock?

MED. LONG SHOT - the old deserted house. Mary throws her rock, and once more we hear the SOUND of breaking glass.

GEORGE (cont'd)
Hey, that's pretty good. What'd you wish, Mary?

Mary looks at him provocatively, then turns, and shuffles off down the street, singing as she goes. George hurries after her.

MARY
(singing)
Buffalo Gals, can't you come out tonight....

George joins her in the singing as they proceed down the street.

MARY AND GEORGE
(singing)
...can't you come out tonight, can't you come out tonight. Buffalo Gals can't you come out tonight and dance by the light of the moon.

GEORGE
What'd you wish when you threw that rock?

CLOSE SHOT - man on the porch of house, listening to George and Mary.

MED. CLOSEUP - George and Mary have stopped walking and now face one another.

MARY
Oh, no.

GEORGE
Come on, tell me.

MARY
If I told you it might not come true.

GEORGE
What is it you want, Mary? What do you want? You want the moon? Just say.....

LONG SHOT - full moon shining through the trees.

BACK TO SHOT - George and Mary.

GEORGE (cont'd)
....the word and I'll throw a lasso around it and pull it down. Hey, that's a pretty good idea. I'll give you the moon, Mary.

MARY
I'll take it. And then what?

GEORGE
Well, then you could swallow it and it'd all dissolve, see? And the moonbeams'd shoot out of your fingers and your toes, and the ends of your hair.
(pauses)
Am I talking too much?

MED. CLOSEUP - Man on porch of house. As George finishes talking, he jumps up out of his chair:

MAN
Yes!! Why don't you kiss her instead of talking her to death?

CLOSE SHOT - George and Mary.

GEORGE
How's that?

MED. CLOSEUP - man on porch.

(CONTINUED)

(CONTINUED)

MAN
Why don't you kiss her instead of talking her to death?

CLOSE SHOT - George and Mary.

GEORGE
Want me to kiss her, huh?

CLOSE SHOT - porch of house.

MAN
Aw, youth is wasted on the wrong people.

As he speaks, the man leaves the porch and goes into his house, slamming the front door.

CLOSE SHOT - George and Mary.

GEORGE
Hey, hey, hold on. Hey, mister, come on back out here, and I'll show you some kissing that'll put hair back on your head. What are you.....

Mary runs off scene. George has been once more standing on the belt of her bath robe, so as she goes, her robe comes off.

GEORGE
(looking around)
Mary.....

He drops his bundle of clothes, and picks up Mary's robe. He cannot see her anywhere.

GEORGE (cont'd)
Okay, I give up. Where are you?

CLOSEUP - bush at edge of sidewalk. We see Mary's face peering out from the leaves.

MARY
Over here in the hydrangea bushes.

MED. CLOSE SHOT - George and Mary. George walks towards the bush.

GEORGE
Here you are. Catch.

He is about to throw her the robe, when a thought strikes him.

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GEORGE (cont'd)
Wait a minute. What am I doing? This is a very interesting situation.

MARY
(from the bushes)
Please give me my robe.

GEORGE
Hmm...A man doesn't get in a situation like this every day.

MARY
(impatiently)
I'd like to have my robe.

GEORGE
Not in Bedford Falls, anyway.

Mary thrashes around in the bushes. We hear her say:

MARY
Ouch!

GEORGE
Gesundheit. This requires a little thought here.

MARY
(getting mad)
George Bailey! Give me my robe!

GEORGE
I've heard about things like this, but I've never.....

MARY
(interrupting)
Shame on you. I'm going to tell your mother on you.

GEORGE
Oh, my mother's way up the corner there.

MARY
(desperate)
I'll call the police.

GEORGE
They're way downtown. They'd be on my side, too.

MARY
I'm going to scream!

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GEORGE
(thoughtfully)
Maybe I could sell tickets. Let's see. No, the point is, in order to get this robe.....I've got it! I'll make a deal with you, Mary.

Headlights flash into the scene, and the old Bailey automobile drives in, with Harry at the wheel, and Uncle Billy beside him.

UNCLE BILLY
George! George! Come on home, quick! Your father's had a stroke!

George throws Mary's robe over the bush, and get's into the car.

GEORGE
Mary...Mary, I'm sorry. I've got to go.

HARRY
Come on, George, let's hurry.

GEORGE
Did you get a doctor?

UNCLE BILLY
Yes, Campbell's there now.

CLOSEUP - the hydrangea bush. As the car drives off, Mary, now wearing the robe, rises up from the bush, and follows the car with her eyes.

FADE OUT

FADE IN

EXT. BAILEY BUILDING AND LOAN SIGN OVER ENTRANCE

INT. BAILEY BUILDING & LOAN OFFICE - DAY

CLOSE SHOT - Directors Meeting. There are about twelve directors seated around a long table. They are the substantial citizens of Bedford Falls: Doctor Campbell, a lawyer, an insurance agent, a real estate salesman, etc. Prominently seated among them is Henry F. Potter, his goon beside his wheelchair. Uncle Billy and George are seated among the directors. The Chairman of the Board is Doctor Campbell. They have folders and papers before them, on which they have been reporting. Before each of the directors there are individual reports for them to study.

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DR. CAMPBELL
I think that's all we'll need you for, George. I know you're anxious to make a train.

GEORGE
(rising)
I have a taxi waiting downstairs.

DR. CAMPBELL
I want the Board to know that George gave up his trip to Europe to help straighten things out here these past few months. Good luck to you at school, George.

GEORGE
Thanks.

DR. CAMPBELL
Now we come to the real purpose of this meeting - to appoint a successor to our dear friend, Peter Bailey.

POTTER
Mr. Chairman, I'd like to get to my real purpose.

MAN
Wait just a minute now.

POTTER
Wait for what? I claim this institution is not necessary to this town. Therefore, Mr. Chairman, I make a motion to dissolve this institution and turn its assets and liabilities over to the receiver.

UNCLE BILLY
(angrily)
George, you hear what that buzzard...

LAWYER
Mr. Chairman, its too soon after Peter Bailey's death to discuss chloroforming the Building and Loan.

MAN
Peter Bailey died three months ago. I second Mr. Potter's motion.

DR. CAMPBELL
Very well. In that case I'll ask the two executive officers to withdraw.

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Dr. Campbell rises from his seat. George and Uncle Billy start to collect their papers and leave the table.

DR. CAMPBELL (cont'd)
But before you go, I'm sure the whole board wishes to express its deep sorrow at the passing of Peter Bailey.

GEORGE
Thank you very much.

DR. CAMPBELL
It was his faith and devotion that are responsible for this organization.

POTTER
I'll go further than that. I'll say that to the public Peter Bailey was the Building and Loan.

Everyone looks at him surprised.

UNCLE BILLY
(trying to control himself)
Oh, that's fine, Potter, coming from you, considering that you probably drove him to his grave.

POTTER
Peter Bailey was not a business man. That's what killed him. Oh, I don't mean any disrespect to him, God rest his soul. He was a man of high ideals, so called, but ideals without common sense can ruin this town.
(picking up papers from table)
Now, you take this loan here to Ernie Bishop....You know, that fellow that sits around all day on his brains in his taxi. You know.....I happen to know the bank turned down this loan, but he comes here and we're building him a house worth five thousand dollars. Why?

George is at the door of the office, holding his coat and papers, ready to leave.

GEORGE
Well, I handled that, Mr. Potter. You have all the papers there. His salary, insurance. I can personally vouch for his character.

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POTTER
(sarcastically)
A friend of yours?

GEORGE
Yes, sir.

POTTER
You see, if you shoot pool with some employee here, you can come and borrow money. What does that get us? A discontented, lazy rabble instead of a thrifty, working class. And all because a few starry-eyed dreamers like Peter Bailey stir them up and fill their heads with a lot of impossible ideas. Now, I say....

George puts down his coat, and comes around to the table, incensed by what Potter is saying about his father.

GEORGE
Just a minute -- just a minute. Now, hold on, Mr. Potter. You're <u>right</u> when you say my father was no <u>business</u> man. I know that. Why he ever started this cheap, penny-ante Building and Loan, I'll <u>never</u> know. But neither you nor anybody else can say anything against his character, because his whole life was.....Why, in the twenty-five years since he and Uncle Billy started this thing, he never once thought of himself. Isn't that right, Uncle Billy? He didn't save enough money to send <u>Harry</u> to school, let alone me. But he <u>did</u> help a few people get out of <u>your</u> slums, Mr. Potter. And what's wrong with that? Why....Here, you're all businessmen here. Doesn't it make them better citizens? Doesn't it make them better customers? You...you said... What'd you say just a minute ago?... They had to wait and save their money before they even ought to think of a decent home. Wait! Wait for what? Until their children grow up and leave them? Until they're so old and broken-down that they..... Do you know how long it takes a working man to save five thousand dollars? Just remember this, Mr. Potter, that this rabble you're talking about....they do most of the working and paying and living and dying in this community. Well, is it too much to have them work and pay and live and die (cont'd)

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GEORGE (cont'd)
in a couple of decent rooms and a bath? Anyway, my father didn't think so. People were human beings to him, but to you, a warped, frustrated old man, they're cattle. Well, in my book he died a much richer man than you'll ever be!

POTTER
I'm not interested in your book. I'm talking about the Building and Loan.

GEORGE
I know very well what you're talking about. You're talking about something you can't get your fingers on, and it's galling you. That's what you're talking about, I know.
(to the Board)
Well, I've said too much. I.... You're the Board here. You do what you want with this thing. Just one thing more, though. This town needs this measly one-horse institution if only to have some place where people can come without crawling to Potter. Come on, Uncle Billy!

George leaves the room, followed by the jubilant Uncle Billy. Potter's face is grim with hatred. The "frustrated old man" remark was gall in his veins.

POTTER
Sentimental hogwash! I want my motion.....

He is interrupted by a babble of talk, as the directors take up the argument.

INT. OUTER OFFICE - BUILDING & LOAN - DAY

MED. CLOSE SHOT - George, visibly shaken, is busy with his bag, his papers. He is worried about the outcome of the meeting. Dissolving the Building and Loan will alter all his plans. Uncle Billy follows him around, chattering.

UNCLE BILLY
Boy, oh, boy, that was telling him, George, old boy. You shut his big mouth.
(to Cousin Tilly and Cousin Eustace)
You should have heard him.

(CONTINUED)

(CONTINUED)

COUSIN EUSTACE
What happened? We heard a lot of yelling.

UNCLE BILLY
Well, we're being voted out of business after twenty-five years. Easy come, easy go.

COUSIN TILLY
(reading newspaper)
Here it is, "Help Wanted - Female."

MED. CLOSE SHOT - DOORWAY TO OFFICE. Ernie is in the doorway.

ERNIE
You still want me to hang around, George?

MED. CLOSE SHOT - George and the others.

GEORGE
(looking at his watch)
Yeah, I'll be right down.

UNCLE BILLY
Hey, you'll miss your train. You're a week late for school already. Go on.

GEORGE
(indicating Board room)
I wonder what's going on in there?

UNCLE BILLY
Oh, never mind. Don't worry about that. They're putting us out of business. So what? I can get another job. I'm only fifty-five.

COUSIN TILLY
Fifty-six!

UNCLE BILLY
Go on - go on. Hey, look, you gave up your boat trip, now you don't want to miss college too, do you?

Dr. Campbell comes running out, all excited.

DR. CAMPBELL
George! George! They voted Potter down! They want to keep it going!

(CONTINUED)

(CONTINUED)

Cousin Eustace, Cousin Tilly and Uncle Billy cheer wildly, Dr. Campbell and George shake hands.

UNCIE BILLY
Whoopee!

DR. CAMPBELL
But they've got one condition - only one condition.

GEORGE
What's that?

DR. CAMPBELL
That's the best part of it. They've appointed George here as executive secretary to take his father's place.

GEORGE
Oh, no! But, Uncle Billy.....

DR. CAMPBELL
You can keep him on. That's all right. As secretary you can hire anyone you like.

GEORGE
(emphatically)
Dr. Campbell, now let's get this thing straight. I'm leaving. I'm leaving right now. I'm going to school. This is my last chance. Uncle Billy here, he's your man.

DR. CAMPBELL
But, George, they'll vote with Potter otherwise.

LAP DISSOLVE

EXT. SKY - NIGHT

The same stars we saw in the opening sequence are once more twinkling as we hear the voices from Heaven:

CLARENCE'S VOICE
I know, I know. He didn't go.

JOSEPH'S VOICE
That's right. Not only that, but he gave his school money to his brother Harry, and sent him to college. Harry became a football star - made second team All American.

(CONTINUED)

(CONTINUED)

CLARENCE'S VOICE
Yes, but what happened to George?

LAP DISSOLVE

EXT. RAILROAD STATION - DAY - FOUR YEARS LATER

MED. SHOT - Characteristic activity; a number of people waiting for the train. Uncle Billy is seated on a baggage wagon eating peanuts as George paces up and down in front of him.

JOSEPH'S VOICE
George got four years older, waiting for Harry to come back and take over the Building and Loan.

GEORGE
Oh, there are plenty of jobs around for somebody that likes to travel. Look at this.
(takes some folders from his pocket)
There....Venezuela oil fields - wanted, man with construction experience. Here's the Yukon, right here - wanted, man with engineering experience.

The WHISTLE of the approaching train is heard.

GEORGE (cont'd)
Thar she blows. You know what the three most exciting sounds in the world are?

UNCLE BILLY
Uh-huh. Breakfast is served; lunch is served, dinner.....

GEORGE
No, no, no; no! Anchor chains, plane motors, and train whistles.

UNCLE BILLY
Peanut?

WIPE TO:

EXT. TRAIN - DAY

MED. SHOT - The train comes to a stop, and Harry is among the first to get off, followed by an attractive girl about the same age as he is. George rushes into the shot, and as the brothers embrace:

(CONTINUED)

GEORGE
(joyously)
There's the professor now! Old professor, Phi Beta Kappa Bailey! All American!

HARRY
Well, if it isn't old George Geographic Explorer Bailey! What? No husky dogs? No sled?
(to Uncle Billy)
Uncle Billy, you haven't changed a bit.

UNCLE BILLY
Nobody ever changes around here. You know that.

GEORGE
Oh, am I glad to see you.

HARRY
Say, where's Mother?

GEORGE
She's home cooking the fatted calf. Come on, let's go.

HARRY
Oh, wait. Wait...Wait a minute.

CLOSE SHOT - the group, including Ruth Dakin. This is the young lady who came off the train with Harry. In the excitement of greetings she has been momentarily forgotten. She stands, smiling, waiting.

GEORGE
Hello.

UNCLE BILLY
How do you do.

HARRY
Ruth Dakin.

RUTH
Ruth Dakin Bailey, if you don't mind.

George and Uncle Billy stare, astounded.

UNCLE BILLY
Huh?

HARRY
Well, I wired you I had a surprise. Here she is. Meet the wife.

George is thunderstruck. He takes Ruth's hand.

(CONTINUED)

UNCLE BILLY
Well, what do you know - wife.

GEORGE
Well, how do you do. Congratulations. Congratulations. What am I doing?

He kisses Ruth. CAMERA MOVES WITH them down the platform.

GEORGE
Harry, why didn't you tell somebody?
(to Ruth)
What's a pretty girl like you doing marrying this two-headed brother of mine?

RUTH
(smiling)
Well, I'll tell you. It's purely mercenary. My father offered him a job.

George stops, with a sinking feeling. Uncle Billy and Ruth continue out of shot. Harry stops with George.

UNCLE BILLY
(as he moves off)
Oh, he gets you and a job? Well, Harry's cup runneth over.

HARRY
George.....About that job. Ruth spoke out of turn. I never said I'd take it. You've been holding the bag here for four years, and .....well, I won't let you down, George. I would like to.... Oh, wait a minute, I forgot the bags. I'll be right back.

He runs out of shot, George watching him.

CLOSE SHOT - George slowly moves after Uncle Billy and Ruth. He is thinking deeply.

UNCLE BILLY'S VOICE
It was a surprise to me. This is the new Mrs. Bailey, my nephew's wife. Old, old friend of the family.

RUTH'S VOICE
Oh, of course. I've heard him speak of you.

(CONTINUED)

(CONTINUED)

UNCLE BILLY'S VOICE
And I want to tell you, we're going to give the biggest party this town ever saw.

CAMERA MOVES WITH George as he comes into the scene. Ruth detaches herself from the group, and offers George some popcorn.

RUTH
(to George)
Here, have some popcorn. George, George, George.....that's all Harry ever talks about.

GEORGE
(quietly)
Ruth, this....what about this job?

RUTH
Oh, well, my father owns a glass factory in Buffalo. He wants to get Harry started in the research business.

GEORGE
Is it a good job?

RUTH
Oh, yes, very. Not much money, but a good future, you know. Harry's a genius at research. My father fell in love with him.

GEORGE
And you did, too?

Ruth nods, smiling.

WIPE TO:

EXT. FRONT PORCH - BAILEY HOME - NIGHT

MED. CLOSE SHOT - Cousin Eustace is taking a photograph of the family group assembled on the porch. Flash bulbs go off, and the group breaks up. The crowd enters the front door of the house, leaving George and Uncle Billy on the porch.

CLOSE SHOT - George and Uncle Billy. The latter is tipsy. He feels very high.

UNCLE BILLY
Oh, boy, oh boy, oh boy. I feel so good I could spit in Potter's eye. I think I will. What did you say, huh? Oh, maybe I'd better go home.

(CONTINUED)

(CONTINUED)

He looks around for his hat, which is on his head.

UNCLE BILLY (cont'd)
Where's my hat? Where's my.....

George takes the hat from Uncle Billy's head and hands it to him.

UNCLE BILLY (cont'd)
Oh, thank you, George. Which one is mine?

GEORGE
(laughing)
The middle one.

UNCLE BILLY
Oh, thank you, George, old boy, old boy. Now, look - if you'll point me in the right direction... would you do that? George?

GEORGE
Right down here.

They descend the porch steps, and George turns his uncle around and heads him down the street.

UNCLE BILLY
Old Building and Loan pal, huh....

GEORGE
Now you just turn this way and go right straight down.

UNCLE BILLY
That way, huh?

He staggers out of the scene, and as George turns away, we hear Uncle Billy singing "My Wild Irish Rose." There is a CRASH of cans and bottles, then:

UNCLE BILLY'S VOICE
I'm all right. I'm all right. "....the sweetest flower that grows....."

EXT. HOUSE - NIGHT

MED. CLOSE SHOT. George is standing at the garden gate. He takes some travel folders from his pocket, looks at them and throws them away. He is obviously disturbed about the latest turn of events. His mother comes out of the house and kisses him.

GEORGE
Hello, Mom.

(CONTINUED)

(CONTINUED)

MRS. BAILEY
(as she kisses him)
That's for nothing. How do you like her?

She nods toward the house, where Harry and Ruth, among a crowd of other couples, are dancing to the MUSIC of a phonograph, and can be seen through the front door.

GEORGE
She's swell.

MRS. BAILEY
Looks like she can keep Harry on his toes.

GEORGE
Keep him out of Bedford Falls, anyway.

MRS. BAILEY
Did you know that Mary Hatch is back from school?

GEORGE
Uh-huh.

MRS. BAILEY
Came back three days ago.

GEORGE
Hmmmm.....

MRS. BAILEY
Nice girl, Mary.

GEORGE
Hmmmm.....

MRS. BAILEY
Kind that will help you find the answers, George.

GEORGE
Hmmm.....

MRS. BAILEY
Oh, stop that grunting.

GEORGE
Hmmm.....

MRS. BAILEY
Can you give me one good reason why you shouldn't call on Mary?

GEORGE
Sure - Sam Wainwright.

(CONTINUED)

(CONTINUED)

MRS. BAILEY

Hmmm?

GEORGE

Yes, Sam's crazy about Mary.

MRS. BAILEY

Well, she's not crazy about him.

GEORGE

Well, how do you know? Did she discuss it with you?

MRS. BAILEY

No.

GEORGE

Well then, how do you know?

MRS. BAILEY

Well, I've got eyes, haven't I? Why, she lights up like a firefly whenever you're around.

GEORGE

Oh.....

MRS. BAILEY

And besides, Sam Wainwright's away in New York, and you're here in Bedford Falls.

GEORGE

And all's fair in love and war?

MRS. BAILEY

(primly)

I don't know about war.

GEORGE

Mother, you know, I can see right through you - right to your back collar button....trying to get rid of me, huh?

MOTHER

Uh-huh.

They kiss. Mrs. Bailey puts George's hat on his head.

GEORGE

Well, here's your hat, what's your hurry? All right, mother, old Building and Loan pal, I think I'll go out and find a girl and do a little passionate necking.

MRS. BAILEY

Oh, George!

(CONTINUED)

(CONTINUED)

GEORGE
Now if you'll just point me in the right direction....This direction?
(as he leaves)
Good night, Mrs. Bailey.

WIPE TO:

EXT. MAIN STREET BEDFORD FALLS - NIGHT

CLOSE SHOT - George is standing in the middle of the street, hands in his pockets. As a girl passes, he turns and watches her for a moment. He is obviously undecided as to what he wants to do.

EXT. VIOLET BICK'S BEAUTY SHOP - NIGHT

MED. SHOT - Violet is locking up for the night. A couple of men are crowding around her, each one bent on taking her out. There is laughter, kidding and pawing. She looks up and sees George standing there.

VIOLET
(to the two men)
Excuse me.....

MAN
Now, wait a minute.

VIOLET
I think I got a date. But stick around fellows, just in case, huh?

MAN
We'll wait for you, baby.

CAMERA PANS WITH Violet as she crosses the street to George.

MED. CLOSE SHOT - George and Violet.

VIOLET
Hello, Georgie-Porgie.

GEORGE
Hello, Vi.

He looks her over. Violet takes her beauty shop seriously and she's an eyeful. She senses the fact that George is far from immune to her attractions She links her arm in his and continues on down the street with him.

CLOSE MOVING SHOT - George and Violet.

VIOLET
What gives?

GEORGE
Nothing.

VIOLET
Where are you going?

GEORGE
Oh, I'll probably end up down at the library.

They stop walking and face one another.

VIOLET
Georgie, don't you ever get tired of just reading about things?

Her eyes are seductive and guileful as she looks up at him. He is silent for a moment, then blurts out:

GEORGE
Yes....what are you doing tonight?

VIOLET
(feigned surprise)
Not a thing.

GEORGE
Are you game, Vi? Let's make a night of it.

VIOLET
(just what she wanted)
Oh, I'd love it, Georgie. What'll we do?

GEORGE
Let's go out in the fields and take off our shoes and walk through the grass.

VIOLET
Huh?

GEORGE
Then we can go up to the falls. It's beautiful up there in the moonlight, and there's a green pool up there, and we can swim in it. Then we can climb Mt. Bedford, and smell the pines, and watch the sunrise against the peaks, and....we'll stay up there the whole night, and everybody'll be talking and there'll be a terrific scandal...

(CONTINUED)

(CONTINUED)

VIOLET
(interrupting)
George, have you gone crazy? Walk in the grass in my bare feet? Why it's ten miles up to Mt. Bedford.

GEORGE
Shhh.....

VIOLET
(engrily)
You think just because you.....

By this time a small crowd has collected to watch the above scene. Violet is furious, and talking in a loud voice, and George is trying to quiet her. Finally:

GEORGE
Okay, just forget about the whole thing.

As George stalks off, the crowd breaks into laughter, and we:

WIPE TO:

EXT. RESIDENTIAL STREET - NIGHT

CLOSE SHOT - George is walking slowly past the Hatch home. He stares meditatively at the simple dwelling, then he starts walking ahead. But after a few steps he turns around and starts back. He walks past the house a few yards, turns, and starts back again.

INT. BEDROOM WINDOW - HATCH HOME - NIGHT

CLOSE SHOT - Mary is looking out the window, watching George walk back and forth.

MARY
What are you doing, picketing?

George stops, startled, and looks up.

GEORGE
Hello, Mary. I just happened to be passing by.

MARY
Yes, so I noticed. Have you made up your mind?

GEORGE
How's that?

MARY
Have you made up your mind?

(CONTINUED)

(CONTINUED)

GEORGE
About what?

MARY
About coming in. Your mother just phoned and said you were on your way over to pay me a visit.

EXT. STREET - NIGHT

MED. LONG SHOT - George looks surprised at this.

GEORGE
My mother just called you? Well, how did she know?

MARY
Didn't you tell her?

GEORGE
I didn't tell anybody. I just went for a walk and happened to be passing by....

But Mary has disappeared from the window.

GEORGE (cont'd)
(to himself)
What do you....went for a walk, that's all.

INT. HATCH HOME - NIGHT

MED. CLOSE SHOT - stairway to upper hall. Mary is running down the stairs.

MARY
(calling out)
I'll be downstairs, mother.

MRS. HATCH'S VOICE
All right, dear.

Mary looks in a mirror at the bottom of the stairs, and fixes her hair. She is plainly excited at George's visit. She runs into the parlor and puts a sketch on an easel.

INSERT: THE SKETCH. It is a caricature of George throwing a lasso around the moon. Lettering on the drawing says: "George Lassos The Moon."

BACK TO SHOT - Mary runs into the hall, opens the phonograph and puts on a record of "Buffalo Gals." Then she opens the front door and stands there waiting for George.

INT. DOORWAY - NIGHT

MED. CLOSE SHOT - George is struggling with the gate - he finally kicks it open and starts slowly up the path toward Mary.

MARY
Well, are you coming in or aren't you?

GEORGE
Well, I'll come in for a minute, but I didn't tell anybody I was coming over here.

CLOSE SHOT - Mary and George are in the entrance hall.

GEORGE
When did you get back?

MARY
Tuesday.

GEORGE
Where'd you get that dress?

MARY
Do you like it?

GEORGE
It's all right. I thought you'd go back to New York like Sam and Ingie, and the rest of them.

MARY
Oh, I worked there a couple of vacations, but I don't know.... I guess I was homesick.

GEORGE
(shocked)
Homesick? For Bedford Falls?

MARY
Yes, and my family and...oh, everything. Would you like to sit down?

They go through the doorway into the parlor.

GEORGE
All right, for a minute. I still can't understand it though. You know I didn't tell anybody I was coming here.

MARY
Would you rather leave?

(CONTINUED)

(CONTINUED)

GEORGE
No, I don't want to be rude.

MARY
Well, then, sit down.

George sees the cartoon on the easel, and bends down for a close look at it.

GEORGE
(indicating cartoon)
Some joke, huh?

CLOSE SHOT - George and Mary sitting on the divan. He is uncomfortable, and she tries desperately to keep the conversation alive.

GEORGE
Well, I see it still smells like pine needles in here.

MARY
Thank you.

There is silence for a moment, then Mary joins in singing with the phonograph record which has been playing all through the above scene:

MARY
(singing)
"And dance by the light....."

GEORGE
What's the matter? Oh, yeah... yeah...

He looks at his watch, as though about to leave.

GEORGE (cont'd)
Well, I.....

MARY
(desperately)
It was nice about your brother Harry, and Ruth, wasn't it?

GEORGE
Oh....yeah, yeah. That's all right.

MARY
Don't you like her?

GEORGE
Well, of course I like her. She's a peach.

(CONTINUED)

(CONTINUED)

MARY
Oh, it's just marriage in general you're not enthusiastic about, huh?

GEORGE
No. Marriage is all right for Harry, and Marty, and Sam and you.

INT. STAIRS

MED. CLOSE SHOT - Mrs. Hatch, in a bathrobe, and with her hair in curlers, is leaning over the bannister as she calls:

MRS. HATCH
Mary! Mary!

INT. PARLOR - NIGHT

CLOSE SHOT - George and Mary seated on the divan.

MRS. HATCH'S VOICE
Who's down there with you?

MARY
It's George Bailey, mother.

MRS. HATCH'S VOICE
George Bailey! What's he want?

MARY
I don't know.
(to George)
What do you want?

GEORGE
(indignant)
Me? Not a thing. I just came in to get warm.

MARY
(to Mother)
He's making violent love to me, mother.

George is aghast.

MRS. HATCH'S VOICE
You tell him to go right back home, and don't you leave the house, either. Sam Wainwright promised to call you from New York tonight.

(CONTINUED)

GEORGE
(heatedly)
But your mother needn't....you know I didn't come here to...to... to...

MARY
(rising)
What did you come here for?

GEORGE
I don't know. You tell me. You're supposed to be the one that has all the answers. You tell me.

MARY
(terribly hurt)
Oh, why don't you go home?

GEORGE
(almost shouting)
That's where I'm going. I don't know why I came here in the first place! Good night!

As George leaves the room, the telephone in the hall starts ringing.

MARY
(to George)
Good night!

MRS. HATCH'S VOICE
Mary! Mary! The telephone! It's Sam!

INT. HALL - NIGHT

MED. CLOSE SHOT - Mary comes into the hall.

MARY
(almost weeping)
I'll get it.

MRS. HATCH
(from stairway)
Whatever were you doing that you couldn't hear?

As Mary comes into the hall, she stops by the phonograph, which is still playing "Buffalo Gals", takes off the record with a jerk, and smashes it against the machine. The phone is still ringing.

MRS. HATCH
Mary, he's waiting!

(CONTINUED)

MARY
Hello.

As Mary picks up the phone, George comes in from the front porch.

GEORGE
I forgot my hat.

MARY
(overly enthusiastic)
Hee-haw! Hello, Sam, how are you?

SAM'S VOICE
Aw, great. Gee, it's good to hear your voice again.

George has stopped, hat in hand, to hear the first greetings.

MARY
Oh, well, that's awfully sweet of you, Sam.
(glances toward door, sees George still there)
There's an old friend of yours here. George Bailey.

SAM'S VOICE
You mean old moss-back George?

MARY
Yes, old moss-back George.

SAM'S VOICE
Hee-haw! Put him on.

MARY
Wait a minute. I'll call him.
(calling)
George!

MRS. HATCH
He doesn't want to speak to George, you idiot!

MARY
He does so. He asked for him.
(calling)
Geo,....George, Sam wants to speak to you.

She hands the instrument to George.

GEORGE
Hello, Sam.

INT. SAM'S NEW YORK OFFICE - NIGHT

MED. CLOSE SHOT - Sam is seated at his desk, while a couple of his friends are nearby, with highballs in their hands.

SAM
(into phone)
Well, George Baileyoffski! Hey, a fine pal you are. What're you trying to do? Steal my girl?

INT. HATCH HALL - NIGHT

MED. CLOSEUP - George and Mary.

GEORGE
(into phone)
What do you mean? Nobody's trying to steal your girl. Here...here's Mary.

SAM'S VOICE
No, wait a minute. Wait a minute. I want to talk to both of you. Tell Mary to get on the extension.

GEORGE
(to Mary)
Here. You take it. You tell him.

MARY
Mother's on the extension.

INT. UPPER HALLWAY - NIGHT

CLOSE SHOT - Mrs. Hatch. As she hears this, she hastily hangs up the extension phone on which she has been listening.

BACK TO SHOT - George and Mary.

MARY
We can both hear. Come here.

Mary takes the telephone from George and holds it so that of necessity George's cheek is almost against hers. He is very conscious of her proximity.

MARY (cont'd)
(on phone)
We're listening, Sam.

(CONTINUED)

(CONTINUED)

SAM'S VOICE
I have a big deal coming up that's going to make us all rich. George, you remember that night in Martini's bar when you told me you read someplace about making plastics out of soy beans?

GEORGE
Huh? Yeah-yeah-yeah....soybeans. Yeah.

SAM'S VOICE
Well, Dad snapped up the idea. He's going to build a factory outside of Rochester. How do you like that?

Mary is watching George interestedly. George is very conscious of her, close to him.

GEORGE
Rochester? Well, why Rochester?

SAM'S VOICE
Well, why not? Can you think of anything better?

GEORGE
Oh, I don't know...why not right here? You remember that old tool and machinery works? You tell your father he can get that for a song. And all the labor he wants, too. Half the town was thrown out of work when they closed down.

SAM'S VOICE
That so? Well, I'll tell him. Hey, that sounds great. Oh, baby, I know you'd come through. Now, here's the point. Mary, Mary, you're in on this too. Now listen. Have you got any money?

GEORGE
Money? Yeah....well, a little.

SAM'S VOICE
Well, now listen. I want you to put every cent you've got into our stock, you hear? And George, I may have a job for you, that is, unless you're still married to that broken-down Building and Loan. This is the biggest thing since radio, and I'm letting you in on the ground floor. Oh, Mary...Mary.....

(CONTINUED)

(CONTINUED)

MARY
(nervously)
I'm here.

SAM'S VOICE
Would you tell that guy I'm giving him the chance of a lifetime, you hear? The chance of a lifetime.

As Mary listens, she turns to look at George, her lips almost on his lips.

MARY
(whispering)
He says it's the chance of a lifetime.

George can stand it no longer. He drops the phone with a crash, grabs Mary by the shoulders and shakes her. Mary begins to cry.

GEORGE
(fiercely)
Now you listen to me! I don't want any plastics! I don't want any ground floors, and I don't want to get married -- ever -- to anyone! You understand that? I want to do what I want to do. And you're.....and you're.....

He pulls her to him in a fierce embrace. Two meant for each other find themselves in tearful ecstasy.

GEORGE (cont'd)
Oh, Mary.....Mary.....

MARY
George....George....George....

GEORGE
Mary.....

CLOSE SHOT - Mrs. Hatch at the top of the stairs. She practically faints at what she sees.

WIPE TO:

INT. FRONT HALL BAILEY HOME - DAY - SEVERAL MONTHS LATER

CLOSEUP - Cousin Tilly's face fills the screen as she cries:

COUSIN TILLY
Here they come!

(CONTINUED)

(CONTINUED)

CAMERA PULLS BACK, and we hear the SOUND of the Wedding March. People are crowded into the rooms; family, friends, neighbors. There is a din of conversation. Mary and George appear at the top of the stairs in travelling clothes, with Mrs. Hatch, red-eyed behind them. Mary throws her bouquet, which is caught by Violet Bick. As they come out onto the porch, we see that it is raining. Nevertheless, Cousin Eustace has his camera equipment set up and is taking pictures of the group. George and Mary dodge through the rain and a shower of rice, and get into Ernie's taxicab, which pulls away from the curb.

EXT. PORCH OF BAILEY HOUSE - DAY

CLOSE SHOT - Mrs. Bailey and Annie, the colored maid.

MRS. BAILEY
First Harry, now George. Annie, we're just two old maids now.

ANNIE
You speak for yourself, Mrs. B.

INT. ERNIE'S CAB - DAY

CLOSE SHOT - George, Mary and Ernie. George and Mary are in each other's arms.

ERNIE
If either of you two see a stranger around here, it's me.

GEORGE
Hey, look! Somebody's driving this cab.

Ernie reaches over and hands George a bottle of champagne done up in gift wrappings.

ERNIE
Bert, the cop, sent this over. He said to float away to Happy Land on the bubbles.

GEORGE
Oh, look at this. Champagne!

MARY
Good old Bert.

ERNIE
By the way, where are you two going on this here now honeymoon?

(CONTINUED)

(CONTINUED)

GEORGE
Where we going?
(takes out a fat roll of bills)
Look at this. There's the kitty, Ernie. Here, come on, count it, Mary.

MARY
I feel like a bootlegger's wife.
(holding up the money)
Look!

GEORGE
You know what we're going to do? We're going to shoot the works. A whole week in New York. A whole week in Bermuda. The highest hotels - the oldest champagne - the richest caviar - the hottest music, and the prettiest wife!

ERNIE
That does it! Then what?

GEORGE
(to Mary)
Then what, honey?

MARY
After that, who cares?

GEORGE
That does it - come here.

The cab passes the bank, and Ernie sees a crowd of people around the door. He stops the cab.

LONG SHOT - scurrying people under embrellas, swarming around the bank doors. Panic is in the air. Attendants are trying to close down. Several people come running past the cab.

INT. CAB

CLOSE SHOT - George, Mary and Ernie.

ERNIE
Don't look now, but there's something funny going on over there at the bank, George. I've never really seen one, but that's got all the earmarks of a run.

PASSERBY
Hey, Ernie, if you got any money in the bank, you better hurry.

(CONTINUED)

(CONTINUED)

MARY
George, let's not stop. Let's go!

George gets out of the cab and looks down the street.

GEORGE
Just a minute, dear. Oh-oh....

MARY
Please, let's not stop, George.

GEORGE
I'll be back in a minute, Mary.

George runs off up the street, toward the Building and Loan.

EXT. BUILDING & LOAN - DAY

CLOSE SHOT - sidewalk. An iron grill blocks the street entrance to the Building and Loan. It has been locked. A crowd of men and women are waiting around the grill. They are simply dressed people, to whom their savings are a matter of life and death.

George comes in, with an assumed cheerful manner. The people look at him silently, half shamefaced, but grimly determined on their rights. In their hearts there is panic and fear.

GEORGE
Hello, everybody. Mrs. Thompson, how are you? Charlie? What's the matter here, can't you get in?

No one answers. He quickly unlocks the grill door and pushes it open. Followed by the crowd, George runs upstairs and into the outer offices of the Building and Loan.

INT. OUTER OFFICE - BUILDING AND LOAN - DAY

MED. CLOSE SHOT - George, followed by the still silent people, comes in. Uncle Billy is standing in the doorway to his private office, taking a drink from a bottle. He motions to George to join him.

GEORGE
What is this, Uncle Billy? A holiday?

UNCLE BILLY
George.....

He points to George's office. George turns back cheerfully to the crowd.

(CONTINUED)

(CONTINUED)

GEORGE
Come on in, everybody. That's right, just come in.

George vaults over the counter.

GEORGE (cont'd)
Now look, why don't you all sit down. There are a lot of seats over there. Just make yourselves at home.

UNCLE BILLY
George, can I see you a minute.

The people ignore George and remain standing in front of the teller's window. They all have their pass books out. George hurries into his office where Uncle Billy is waiting for him.

INT. GEORGE'S OFFICE - DAY

CLOSE SHOT - George and Uncle Billy.

GEORGE
Why didn't you call me?

UNCLE BILLY
I just did, but they said you left. This is a pickle, George, this is a pickle.

GEORGE
All right now, what happened? How did it start?

UNCLE BILLY
How does anything like this ever start? All I know is the bank called our loan.

GEORGE
When?

UNCLE BILLY
About an hour ago. I had to hand over all our cash.

GEORGE
All of it?

UNCLE BILLY
Every cent of it, and it still was less than we owe.

GEORGE
Holy mackerel!

(CONTINUED)

(CONTINUED)

UNCLE BILLY
And then I got scared, George, and closed the doors. I...I...I...

GEORGE
The whole town's gone crazy.

The telephone rings. Uncle Billy picks it up.

UNCLE BILLY
Yes, hello? George....it's Potter.

GEORGE
Hello?

INT. POTTER'S LIBRARY - DAY

MED. SHOT - Potter seated behind his desk, his goon alongside him. Standing in front of the desk is a distinguished-looking man, obviously the president of the bank. He is mopping his brow with his handkerchief.

POTTER
George, there is a rumor around town that you've closed your doors. Is that true? Oh, well, I'm very glad to hear that.... George, are you all right? Do you need any police?

INT. GEORGE'S OFFICE - DAY

CLOSE SHOT - George and Uncle Billy.

GEORGE
(on phone)
Police? What for?

INT. POTTER'S OFFICE - DAY

MED. CLOSE SHOT - Potter talking on phone.

POTTER
Well, mobs get pretty ugly sometimes, you know. George, I'm going all out to help in this crisis. I've just guaranteed the bank sufficient funds to meet their needs. They'll close up for a week, and then reopen.

INT. GEORGE'S OFFICE - DAY

CLOSE SHOT - George and Uncle Billy.

(CONTINUED)

GEORGE
(to Uncle Billy)
He just took over the bank.

INT. POTTER'S OFFICE - DAY

CLOSE SHOT - Potter on phone.

POTTER
I may lose a fortune, but I'm willing to guarantee your people too. Just tell them to bring their shares over here and I will pay them fifty cents on the dollar.

INT. GEORGE'S OFFICE - DAY

CLOSE SHOT - George and Uncle Billy.

GEORGE
(furiously)
Aw, you never miss a trick, do you, Potter? Well, you're going to miss this one.

George bangs the receiver down, and turns to meet Uncle Billy's anxious look.

INT. POTTER'S OFFICE

CLOSEUP - Potter on phone.

POTTER
If you close your doors before six P.M. you will never reopen.

He realizes George has hung up, and clicks the phone furiously.

INT. GEORGE'S OFFICE - DAY

CLOSE SHOT - George and Uncle Billy.

UNCLE BILLY
George, was it a nice wedding? Gosh, I wanted to be there.

GEORGE
Yeah.....
(looks at string on Uncle Billy's finger)
....you can take this one off now.

An ominous SOUND of angry voices comes from the other room. George and Uncle Billy exit from George's office.

INT. OUTER OFFICE - BLDG. & LOAN - DAY

MED. CLOSE SHOT - More people have crowded around the counter. Their muttering stops and they stand silent and grim. There is panic in their faces.

GEORGE
(from behind counter)
Now, just remember that this thing isn't as black as it appears.

As George speaks, sirens are heard passing in the street below. The crowd turn to the windows, then back to George.

GEORGE (cont'd)
I have some news for you, folks. I've just talked to old man Potter, and he's guaranteed cash payments at the bank. The bank's going to reopen next week.

ED
But, George, I got my money here.

CHARLIE
Did he guarantee this place?

GEORGE
Well, no, Charlie. I didn't even ask him. We don't need Potter over here.

Mary and Ernie have come into the room during this scene. Mary stands watching silently.

CHARLIE
I'll take mine now.

GEORGE
No, but you...you...you're thinking of this place all wrong. As if I had the money back in a safe. The money's not here. Your money's in Joe's house.....
(to one of the men)
....right next to yours. And in the Kennedy house, and Mrs. Macklin's house, and a hundred others. Why, you're lending them the money to build, and then, they're going to pay it back to you as best they can. Now what are you going to do? Foreclose on them?

(CONTINUED)

INT. OUTER OFFICE - BLDG. & LOAN - DAY

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(CONTINUED)

(CONTINUED)

TOM
I got two hundred and forty-two dollars in here, and two hundred and forty-two dollars isn't going to break anybody.

MED. CLOSE SHOT - ANOTHER ANGLE

GEORGE
(handing him a slip)
Okay, Tom. All right. Here you are. You sign this. You'll get your money in sixty days.

TOM
Sixty days?

GEORGE
Well, now that's what you agreed to when you bought your shares.

There is a commotion at the outer doors. A man (Randall) comes in and makes his way up to Tom.

RANDALL
Tom...Tom, did you get your money?

TOM
No.

RANDALL
Well, I did. Old man Potter'll pay fifty cents on the dollar for every share you got.
(shows bills)

CROWD
(ad lib)
Fifty cents on the dollar!

RANDALL
Yes, cash!

TOM
(to George)
Well, what do you say?

GEORGE
Now, Tom, you have to stick to your original agreement. Now give us sixty days on this.

TOM
(turning to Randall)
Okay, Randall.

He starts out.

(CONTINUED)

(CONTINUED)

MRS. THOMPSON
Are you going to go to Potter's?

TOM
Better to get half than nothing.

A few other people start for the door. CAMERA PANS WITH George as he vaults over the counter quickly, speaking to the people.

GEORGE
Tom! Tom! Randall! Now wait... now listen...now listen to me. I beg of you not to do this thing. If Potter gets hold of this Building and Loan there'll never be another decent house built in this town. He's already got charge of the bank. He's got the bus line. He's got the department stores. And now he's after us. Why? Well, it's very simple. Because we're cutting in on his business, that's why. And because he wants to keep you living in his slums and paying the kind of rent he decides.

The people are still trying to get out, but some of them have stood still, listening to him. George has begun to make an impression on them.

GEORGE (cont'd)
Joe, you lived in one of his houses, didn't you? Well, have you forgotten? Have you forgotten what he charged you for that broken-down shack?
(to Ed)
Here, Ed. You know, you remember last year when things weren't going so well, and you couldn't make your payments. You didn't lose your house, did you? Do you think Potter would have let you keep it?
(turns to address the room again)
Can't you understand what's happening here? Don't you see what's happening? Potter isn't selling. Potter's buying! And why? Because we're panicky and he's not. That's why. He's picking up some bargains. Now, we can get through this thing all right. We've got to stick together, though. We've got to have faith in each other,

(CONTINUED)

(CONTINUED)

MRS. THOMPSON
But my husband hasn't worked in over a year, and I need money.

WOMAN
How am I going to live until the bank opens?

MAN
I got doctor bills to pay.

MAN
I need cash.

MAN
Can't feed my kids on faith.

During this scene Mary has come up behind the counter. Suddenly, as the people once more start moving towards the door, she holds up a roll of bills, and calls out:

MARY
How much do you need?

George jumps over the counter and takes the money from Mary.

GEORGE
Hey! I got two thousand dollars! Here's two thousand dollars. This'll tide us over until the bank reopens.
(to Tom)
All right, Tom, how much do you need?

TOM
(doggedly)
Two hundred and forty-two dollars!

GEORGE
(pleading)
Aw, Tom, just enough to tide you over till the bank reopens.

TOM
I'll take two hundred and forty-two dollars.

George starts rapidly to count out the money. Tom throws his passbook on the counter.

GEORGE
There you are.

TOM
That'll close my account.

(CONTINUED)

(CONTINUED)

GEORGE
Your account's still here. That's a loan.

Mary turns and slips out through the crowd, followed by Ernie. George hands the two hundred and forty-two dollars to Tom, and speaks to Ed, the next in line.

GEORGE (cont'd)
Okay. All right, Ed?

ED
I got three hundred dollars here, George.

Uncle Billy takes out his wallet and takes out all the cash he's got.

GEORGE
Aw, now, Ed....what'll it take till the bank reopens? What do you need?

ED
Well, I suppose twenty dollars.

GEORGE
Twenty dollars. Now you're talking. Fine. Thanks, Ed.
(to Mrs. Thompson, next in line)
All right, now, Mrs. Thompson. How much do you want?

MRS. THOMPSON
But it's your own money, George.

GEORGE
Never mind about that. How much do you want?

MRS. THOMPSON
I can get along with twenty, all right.

GEORGE
(counting it out)
Twenty dollars.

MRS. THOMPSON
And I'll sign a paper.

GEORGE
You don't have to sign anything. I know yo' ll pay it back when you can. That's okay.
(to woman next in line)
All right, Mrs. Davis.

(CONTINUED)

(CONTINUED)

MRS. DAVIS
Could I have seventeen-fifty?

GEORGE
Seven.....
(he kisses her)
Bless your heart. Of course you can have it. You got fifty cents?
(counting)
Seven.....

WIPE TO:

INT. OUTER OFFICE BUILDING & LOAN - NIGHT

CLOSE SHOT - George, Uncle Billy and Cousin Tilly are behind the counter, watching the minute hand of a clock on the wall as George counts off the seconds. Cousin Eustace is ready to close the door.

UNCLE BILLY
(excitedly)
We're going to make it, George. They'll never close us up today!

GEORGE
(counting)
Six...five...four...three...two... one...Bingo!

Cousin Eustace slams and locks the door, and scurries around the counter to join the others.

GEORGE (cont'd)
We made it! Look.....
(holds up bills)
...look, we're still in business! We've still got two bucks left!

Uncle Billy is taking a drink out of his bottle.

GEORGE (cont'd)
Well, let's have some of that. Get some glasses, Cousin Tilly.
(to Uncle Billy)
We're a couple of financial wizards.

UNCLE BILLY
Those Rockefellers!

GEORGE
Get a tray for the great big important simoleons.

UNCLE BILLY
We'll save them for seed. A toast!

(CONTINUED)

(CONTINUED)

They raise their glasses.

GEORGE
A toast! A toast to Papa Dollar and to Mama Dollar, and if you want the old Building and Loan to stay in business, you better have a family real quick.

COUSIN TILLY
I wish they were rabbits.

GEORGE
I wish they were too. Okay, let's put them in the safe and see what happens.

The four of them parade through the office; George puts the two dollars in the safe.

CLOSE SHOT - group around the safe door. As George comes out:

COUSIN EUSTACE
(handing out cigars)
Folks, folks, wedding cigars!

GEORGE
(startled)
Oh-oh...wedding! Holy mackerel, I'm married! Where's Mary? Mary.....
(he runs around looking for her)
Poor Mary. Look I've got a train to catch.
(looks at his watch)
Well, the train's gone. I wonder if Ernie's still here with his taxicab?

George rushes into his office to look out the window.

COUSIN TILLY
(on telephone)
George, there's a call for you.

GEORGE
Look, will you get my wife on the phone? She's probably ove at her mother's.

COUSIN TILLY
Mrs. Bailey is on the phone.

INT. GEORGE'S OFFICE

MED. CLOSEUP - George is thoroughly rattled.

GEORGE
I don't want Mrs. Bailey. I want my wife. Mrs. Bailey! Oh, that's my wife! Here, I'll take it in here.
(picks up phone)
Mary? Hello. Listen, dear, I'm sorry...What? Come home? What home? Three-twenty Sycamore? Well, what...whose home is that? The Waldorf Hotel, huh?

WIPE TO:

EXT. OLD GRANVILLE HOUSE - NIGHT

MED. LONG SHOT - An old-fashioned, run down house, unpainted and warped by the weather. It once had class but has not been lived in for years. This is the house that George and Mary will live in from now on. The rain is pouring down. A faint glow of light shines out from bottom windows. George hurries into scene. He stops to make sure it is the right number before going up the steps.

EXT. SIDE OF HOUSE - NIGHT

CLOSE SHOT - Bert and man working in rain, sorting through travel posters.

MAN
Hey, this is the company's posters, and the company won't like this.

BERT
How would you like to get a ticket next week? Haven't you any romance in you?

MAN
Sure I have, but I got rid of it.

BERT
(reading poster)
Liver pills! Who wants to see liver pills on their honeymoon? What? They want romantic places, beautiful places...places George wants to go.

A sharp whistle is heard.

CLOSE SHOT - window of house. Ernie is leaning from the window.

(CONTINUED)

ERNIE
Hey, Bert, here he comes.

CLOSE SHOT - Bert and man.

BERT
Come on, we got to get this up.
He's coming.

MAN
Who?

BERT
The groom, idiot. Come on,
get that ladder.

MAN
(disgustedly)
What are they - ducks?

CLOSE SHOT - side porch of house. Bert and the man are putting up travel posters to cover up the broken windows.

BERT
Get that ladder up here.

MAN
All right - all right.

BERT
Hurry up...hurry up...hurry up.

MAN
I'm hurrying.

MED. CLOSE SHOT - George is approaching the front door of the house, on which a sign is hanging: "Bridal Suite". Ernie looks out through the curtain covering the broken glass of the front door.

ERNIE
Hiya....Good evening, sir.

Ernie opens the door, revealing himself as a home-made butler. This has been accomplished by rolling up his pants, and putting on an old coachman's hat. George enters.

ERNIE
Entray, monsieur, entray.

INT. GRANVILLE HOUSE - NIGHT

CLOSE SHOT - George enters. The house is carpetless, empty -- the rain and wind cause funny noises upstairs. A huge fire is burning in the fireplace. Near the fireplace a collection of packing boxes are heaped together in the shape of a small table and covered with a checkered oil cloth. It is set for two. A bucket with ice and a champagne bottle sit on the table as well as a bowl of caviar. Two small chickens are impaled on a spit over the fire. A phonograph is playing on a box, and a string from the phonograph is turning the chickens on the spit. The phonograph is playing "Song of the Islands." Mary is standing near the fireplace looking as pretty as any bride ever looked. She is smiling at George, who has been slowly taking in the whole set-up. Through a door he sees the end of a cheap bed, over the back of which is a pair of pajamas and a nightie. Ernie exits and closes the door.

MARY
(tears in her eyes)
Welcome home, Mr. Bailey.

GEORGE
(overcome)
Well, I'll be....Mary, Mary, where did you.....

They rush into each other's arms, and hold each other in ecstasy.

EXT. SIDE OF HOUSE - NIGHT

CLOSE SHOT - Bert and Ernie, standing in the pouring rain, start singing "I Love You Truly."

INT. HOUSE - NIGHT

CLOSE SHOT - George and Mary. They remain embraced.

GEORGE
Oh, Mary.....

MARY
Remember the night we broke the windows in this old house? This is what I wished for.

GEORGE
Darling, you're wonderful.

EXT. SIDE OF HOUSE - NIGHT

CLOSE SHOT - Bert and Ernie. They finish their song, and Ernie kisses Bert on the forehead. Bert slams Ernie's hat on his head.

FADE OUT

FADE IN

EXT. SLUM STREET BEDFORD FALLS - DAY - TWO YEARS LATER

MED. CLOSE SHOT - In front of one of the miserable shacks that line the street are two vehicles. One of them is George Bailey's rickety car, and the other is an even more rickety truck piled high with household goods. The Martini family is moving. The family consists of Martini, his wife and four kids of various ages, from two to ten. George and Mary are helping the Martini's move. About a dozen neighbors crowd around. Martini and George, assisted by three of the Martini children, are carrying out the last of the furniture. As they emerge from the house, one of the neighbors, Schultz, calls out:

SCHULTZ
Martini, you rented a new house?

MARTINI
Rent?
(to George)
You hear what he say, Mr. Bailey?

GEORGE
What's that?

MARTINI
I own the house. Me, Guiseppe Martini, I own my own house. No more we live like pigs in thisa Potter's Field. Hurry, Maria.

MARIA
Yes.....

GEORGE
Come on....
(to Mary)
Bring the baby.
(to Martini)
I'll take the kids in the car.

MARTINI
Oh, thank you, Mr. Bailey.

Mary gets in the front seat of the car, with the baby in her arms.

GEORGE
All right, kids - here - get in here. Now get right up on the seat there. Get the...get the goat!

The family goat gets in the back seat with the three kids.

(CONTINUED)

MARTINI
Goodbye, everybody!

GEORGE
All in.....

The rickety caravan starts off down the street, to the cheers of the neighbors,

WIPE TO:

EXT. BAILEY PARK - DAY

CLOSE SHOT - Sign hanging from a tree: "Welcome to Bailey Park." CAMERA PANS TO follow George's car and the old truck laden with furniture as they pass - we hear Martini's voice singing "O Sole Mio." Bailey Park is a district of new small houses, not all alike, but each individual. New lawns here and there, and young trees. It has the promise when built up of being a pleasant little middle class section.

WIPE TO:

EXT. MARTINI'S NEW HOUSE - DAY

MED. CLOSE SHOT - George and Mary are on the porch of the new house, with the Martinis lined up before them.

GEORGE
Mr. and Mrs. Martini, welcome home.

The Martinis cross themselves.

EXT. STREET - BAILEY PARK - DAY

CLOSE SHOT - Sam Wainwright is standing in front of his big black town car. Sam is the epitome of successful, up and coming businessman. His wife, in the car, is a very attractive, sophisticated looking lady, dripping with furs and jewels. Sam is watching George across the street.

SAM
That old George....he's always making a speech.
(to George)
Hee-haw!
(wiggles his hands)

EXT. NEW HOUSE - DAY

CLOSE SHOT - Mary and George on porch.

(CONTINUED)

(CONTINUED)

GEORGE
(to Mary)
Sam Wainwright!

MARY
Oh, who cares.
(to Mrs. Martini, giving her loaf of bread)
Bread! That this house may never know hunger.

Mrs. Martini crosses herself.

MARY
(giving her salt)
Salt! That life may always have flavor.

GEORGE
(handing bottle to Martini)
And wine! That joy and prosperity may reign forever. Enter the Martini castle!

The Martinis cross themselves, shaking hands all around. The kids enter with screams of delight. Mrs. Martini kisses Mary.

INT. POTTER'S OFFICE IN BANK - DAY

CLOSE SHOT - Potter seated in his wheelchair at his desk, with his goon beside him. His rent-collector, Reineman, is talking, pointing to maps spread out on the desk:

REINEMAN
Look, Mr. Potter, it's no skin off my nose. I'm just your little rent collector. But you can't laugh off this Bailey Park any more. Look at it.

A buzzer is heard, and Potter snaps on the dictaphone on his desk.

SECRETARY'S VOICE
Congressman Blatz is here to see you.

POTTER
(to dictaphone)
Oh, tell the congressman to wait.
(to Reineman)
Go on.

(CONTINUED)

(CONTINUED)

REINEMAN
Fifteen years ago, a half-dozen houses stuck here and there.
(indicating map)
There's the old cemetery, squirrels, buttercups, daisies. Used to hunt rabbits there myself. Look at it today. Dozens of the prettiest little homes you ever saw. Ninety per cent owned by suckers who used to pay rent to you. Your Potter's Field, my dear Mr. Employer, is becoming just that. And are the local yokels making with those David and Goliath wisecracks!

POTTER
Oh, they are, are they? Even though they know the Baileys haven't made a dime out of it.

REINEMAN
You know very well why. The Baileys were all chumps. Every one of these homes is worth twice what it cost the Building and Loan to build. If I were you, Mr. Potter.....

POTTER
(interrupting)
Well, you are not me.

REINEMAN
(as he leaves)
As I say, it's no skin off my nose. But one of these days this bright young man is going to be asking George Bailey for a job.

Reineman exits.

POTTER
The Bailey family has been a boil on my neck long enough.

He flips the switch on the dictaphone.

SECRETARY'S VOICE
Yes, sir?

POTTER
Come in here.

EXT. STREET IN BAILEY PARK - DAY

CLOSE SHOT - George and Mary are talking to Sam Wainwright in front of the latter's car. His wife, Jane, is now out of the car.

SAM
We just stopped in town to take a look at the new factory, and then we're going to drive on down to Florida.

GEORGE
Oh.....

JANE
Why don't you have your friends join us?

SAM
Why sure. Hey, why don't you kids drive down with us, huh?

GEORGE
Oh, I'm afraid I couldn't get away, Sam.

SAM
Still got the nose to the old grindstone, eh? Jane, I offered to let George in on the ground floor in plastics, and he turned me down cold.

GEORGE
Oh, now, don't rub it in.

SAM
I'm not rubbing it in. Well, I guess we better run along.

There is handshaking all around as Sam and Jane get into their car.

JANE
Awfully glad to have met you, Mary.

MARY
Nice meeting you.

GEORGE
Goodbye.

JANE
Goodbye, George.

SAM
So long, George. See you in the funny papers.

(CONTINUED)

(CONTINUED)

GEORGE
Goodbye, Sam.

MARY
Have fun.

GEORGE
Thanks for dropping around.

SAM
(to chauffeur)
Florida!
(to George)
Hee-haw!

GEORGE
Hee-haw.

The big black limousine glides away, leaving George standing with his arm around Mary, gazing broodingly after it. They slowly walk over to George's old car and look at it silently.

WIPE TO:

INT. POTTER'S OFFICE - DAY

CLOSE SHOT - Potter is lighting a big cigar which he has just given George. The goon is beside Potter's chair, as usual.

GEORGE
Thank you, sir. Quite a cigar, Mr. Potter.

POTTER
You like it? I'll send you a box.

GEORGE
(nervously)
Well, I....I suppose I'll find out sooner or later, but just what exactly did you want to see me about?

POTTER
(laughs)
George, now that's just what I like so much about you.
(pleasantly and smoothly)
George, I'm an old man, and most people hate me. But I don't like them either, so that makes it all even. You know just as well as I do, that I run practically everything in this town but the Bailey Building and Loan. You know, also, that for a number (cont'd)

(CONTINUED)

POTTER (cont'd)
of years I've been trying to get control of it....or kill it. But I haven't been able to do it. You have been stopping me. In fact, you have beaten me, George, and as anyone in this county can tell you, that takes some doing. Take during the depression, for instance. You and I were the only ones that kept our heads. You saved the Building and Loan, and I saved all the rest.

GEORGE
Yes. Well, most people say you stole all the rest.

POTTER
The envious ones say that, George, the suckers. Now, I have stated my side very frankly. Now, let's look at your side. Young man, twenty-seven, twenty-eight.... married, making say....forty a week.

GEORGE
(indignantly)
Forty-five!

POTTER
Forty-five. Forty-five. Out of which, after supporting your mother, and paying your bills, you're able to keep, say ten, if you skimp. A child or two comes along, and you won't even be able to save the ten. Now, if this young man of twenty-eight was a common, ordinary yokel, I'd say he was doing fine. But, George Bailey is not a common, ordinary yokel. He's an intelligent, smart, ambitious young man - who hates his job - who hates the Building and Loan, almost as much as I do. A young man who's been dying to get out on his own ever since he was born. A young man....the smartest one of the crowd, mind you, a young man who has to sit by and watch his friends go places, because he's trapped. Yes, sir, trapped into frittering his life away playing nursemaid to a lot of garlic-eaters. Do I paint a correct picture, or do I exaggerate?

(CONTINUED)

GEORGE
(mystified)
Now what's your point, Mr. Potter?

POTTER
My point? My point is, I want to hire you.

GEORGE
(dumbfounded)
Hire me?

POTTER
I want you to manage my affairs, run my properties. George, I'll start you out at twenty thousand dollars a year.

George drops his cigar on his lap. He nervously brushes off the sparks from his clothes.

GEORGE
(flabbergasted)
Twenty thou.....twenty thousand dollars a year?

POTTER
You wouldn't mind living in the nicest house in town, buying your wife a lot of fine clothes, a couple of business trips to New York a year, maybe once in a while Europe. You wouldn't mind that, would you, George?

GEORGE
Would I?
(looking around skeptically)
You're not talking to somebody else around here, are you? You know, this is me, you remember me? George Bailey.

POTTER
Oh, yes, George Bailey. Whose ship has just come in -- providing he has brains enough to climb aboard.

GEORGE
Well, what about the Building and Loan?

(CONTINUED)

POTTER
Oh, confound it man, are you afraid of success? I'm offering you a three year contract at twenty thousand dollars a year, starting today. Is it a deal or isn't it?

GEORGE
Well, Mr. Potter, I....I...,I know I ought to jump at the chance, but I....I just.... I wonder if it would be possible for you to give me twenty-four hours to think it over?

POTTER
Sure, sure, sure. You go on home and talk about it to your wife.

GEORGE
I'd like to do that.

POTTER
In the meantime, I'll draw up the papers.

GEORGE
All right, sir.

POTTER
(offers hand)
Okay, George?

GEORGE
(taking his hand)
Okay, Mr. Potter.

As they shake hands, George feels a physical revulsion. Potter's hand feels like a cold mackerel to him. In that moment of physical contact he knows he could never be associated with this man. George drops his hand with a shudder. He peers intently into Potter's face.

GEORGE (cont'd)
(vehemently)
No...no...no...no, now wait a minute,here! I don't have to talk to anybody! I know right now, and the answer is no! NO! Doggone it!
(getting madder all the time)
You sit around here and you spin your little webs and you think the whole world revolves around you and your money. Well, it doesn't, Mr. Potter! In the...(cont'd)

(CONTINUED)

GEORGE (cont'd)
in the whole vast configuration of things, I'd say you were nothing but a scurvy little spider. You....

He turns and shouts at the goon, impassive as ever beside Potter's wheelchair.

GEORGE (cont'd)
....and that goes for you too!

As George opens the office door to exit, he shouts at Mr. Potter's secretary in the outer office:

GEORGE (cont'd)
And it goes for you too!

WIPE TO:

INT. BEDROOM - GEORGE AND MARY'S HOUSE - NIGHT

CLOSE SHOT - George enters the bedroom. The room is modestly furnished with just a cheap bed, a chair or two, and a dresser. Mary is asleep in the bed. As George comes in, his head is filled with many confusing thoughts, relating to incidents in his past life.

POTTER'S VOICE
You wouldn't mind living in the nicest house in town. Buying your wife a lot of fine clothes, going to New York on a business trip a couple of times a year. Maybe to Europe once in a while.

George takes off his hat and coat, moves over to the dresser and stares at his reflection in the mirror.

GEORGE'S VOICE
I know what I'm going to do tomorrow and the next day and next year and the year after that. I'm shaking the dust of this crummy little town off my feet, and I'm going to see the world....And I'm going to build things. I'm going to build air fields. I'm going to build skyscrapers a hundred stories high. I'm going to build a bridge a mile long.

While the above thoughts are passing through George's head, his attention is caught by a picture on the wal near the dresser.

INSERT: Picture on the wall. It is the sketch of George lassoing the moon that we first saw in Mary's living room. The lettering reads: "George Lassos The Moon."

(CONTINUED)

(CONTINUED)

GEORGE'S VOICE
What is it you want, Mary? You want the moon? If you do, just say the word, I'll throw a lasso around it and pull it down for you.

Mary is now awake, and starts singing their theme-song:

MARY
(singing)
Buffalo Gals, won't you come out tonight, won't you come out tonight, won't you come out tonight.

George crosses over and sits on the edge of the bed.

GEORGE
Hi.

MARY
Hi.

GEORGE
Mary Hatch, why in the world did you ever marry a guy like me?

MARY
To keep from being an old maid.

GEORGE
You could have married Sam Wainwright or anybody else in town.

MARY
I didn't want to marry anybody else in town. I want my baby to look like you.

GEORGE
You didn't even have a honeymoon. I promised you.....
(does a double take)
....Your what?

MARY
My baby.

GEORGE
(incredulously)
You mean....Mary, you on the nest?

MARY
George Bailey lassos stork.

(CONTINUED)

(CONTINUED)

GEORGE
Lassoes the stork! You mean you....What is it, a boy or a girl?

Mary nods her head happily.

FADE OUT

FADE IN

MONTAGE SEQUENCE: Over the following SERIES OF SHOTS we hear the voices of Joseph and Clarence in Heaven.

EXT. MAIN STREET BEDFORD FALLS - NIGHT

MED. SHOT. George is crossing the street, heading for the offices of the Building and Loan.

JOSEPH'S VOICE
Now, you've probably already guessed that George never leaves Bedford Falls.

CLARENCE'S VOICE
No!

INT. HOSPITAL - DAY

CLOSE SHOT - nurse holding new born baby.

JOSEPH'S VOICE
Mary had her baby, a boy.

INT. SITTING ROOM - DAY

CLOSE SHOT - Mary sitting on the floor playing with a baby. A little boy is in a play-pen nearby.

JOSEPH'S VOICE
Then she had another one - a girl.

INT. GRANVILLE HOUSE - DAY

CLOSE SHOT - Mary is busy hanging wallpaper and painting the old place.

JOSEPH'S VOICE
Day after day she worked away remaking the old Granville house into a home.

INT. GRANVILLE HOUSE - NIGHT

CLOSE SHOT - George has just come into the hall. He is obviously tired and discouraged as he starts up the stairs. The knob on the bannister comes off in his hand.

JOSEPH'S VOICE
Night after night George came back late from the office. Potter was bearing down hard.

WIPE TO:

EXT. RECRUITING GROUNDS - DAY

MED. LONG SHOT - A group of men, obviously just drafted, marching along in a camp.

JOSEPH'S VOICE
Then came a war.

INT. RED CROSS WORKROOM - DAY

CLOSE SHOT - Mrs. Bailey and other women in Red Cross uniforms busily sewing, etc.

JOSEPH'S VOICE
Ma Bailey and Mrs. Hatch joined the Red Cross and sewed.

EXT. TRAIN IN RAILROAD STATION - DAY

CLOSE SHOT - Mary, with portable U.S.O. pushcart, is serving coffee and doughnuts to men leaning from the train.

JOSEPH'S VOICE
Mary had two more babies, but still found time to run the U.S.O.

INT. FACTORY - DAY

CLOSE SHOT - Sam Wainwright showing set of blueprints to two Army officers.

JOSEPH'S VOICE
Sam Wainwright made a fortune in plastic hoods for planes.

INT. DRAFT BOARD OFFICE - DAY

CLOSE SHOT - Potter is wheeled in toward a long table around which several men are seated.

(CONTINUED)

(CONTINUED)

JOSEPH'S VOICE
Potter became head of the draft board.

POTTER
(reading from papers)
One-A....One-A....One-A.....

EXT. STREET IN BEDFORD FALLS - DAY

MED. CLOSE SHOT - Gower and Uncle Billy are conducting a bond rally from the top of an Army tank.

JOSEPH'S VOICE
Gower and Uncle Billy sold war bonds.

EXT. BATTLEFIELD - NIGHT

MED. CLOSEUP - Bert, in uniform, moving cautiously with fixed bayonet. Smoke and flashes of gunfire in b.g.

JOSEPH'S VOICE
Bert the cop was wounded in North Africa. Got the Silver Star.

EXT. SKY - DAY

LONG SHOT - Hundreds of planes flying overhead, with parachutes dropping from them.

JOSEPH'S VOICE
Ernie, the taxi driver, parachuted into France.

EXT. REMAGEN BRIDGE OVER THE RHINE - DAY

CLOSE SHOT - Marty in the foreground, beckoning to soldiers to come on.

JOSEPH'S VOICE
Marty helped capture the Remagen Bridge.

INT. READY ROOM ON AIRCRAFT CARRIER - NIGHT

CLOSE SHOT - Harry is fastening the helmet of his flying clothes. He waves as he exits through the door.

JOSEPH'S VOICE
Harry....Harry Bailey topped them all. A Navy flier, he shot down fifteen planes.

EXT. OCEAN FROM DECK OF CARRIER - NIGHT

LONG SHOT - A flaming plane crashes into the sea.

JOSEPH'S VOICE
....two of them as they were about to crash into a transport full of soldiers.

CLARENCE'S VOICE
Yes, but George....

INT. RATION OFFICE - DAY

CLOSE SHOT - George, behind the counter, is trying to quiet a crowd of people all clamoring for more ration points.

JOSEPH'S VOICE
George? Four-F on account of his ear, George fought the battle of Bedford Falls.

George shouts.

GEORGE
Hold on...hold on...hold on now. Don't you know there's a war on?

EXT. STREET - NIGHT

CLOSE SHOT - George, in the uniform of an air raid warden, is patrolling his beat.

JOSEPH'S VOICE
Air raid Warden.....

EXT. HOUSE - NIGHT

CLOSE SHOT - man beside lighted window pulls down the shade as George blows his whistle.

EXT. STREET - DAY

CLOSE SHOT - George is helping load his old car with scrap paper.

JOSEPH'S VOICE
.....paper drives....

EXT. DUMP DAY

CLOSE SHOT - Wheelbarrow full of junk being dumped onto pile.

JOSEPH'S VOICE
....scrap drives.....

EXT. STREET - DAY

MED. CLOSE SHOT - children wheeling old tires.

JOSEPH'S VOICE
.....rubber drives.....

INT. CHURCH - DAY

MED. SHOT - people praying in church.

JOSEPH'S VOICE
Like everybody else, on V-E Day he wept and prayed.

EXT. CHURCH - ANOTHER ANGLE

MED. CLOSE SHOT - people entering church.

JOSEPH'S VOICE
On V-J Day he wept and prayed again.

FRANKLIN'S VOICE
Joseph, now show him what happened today.

JOSEPH'S VOICE
Yes, sir.

(END OF MONTAGE)

EXT. BEDFORD FALLS STREET - WINTER - DAY

George is walking along the sidewalk, reading a newspaper. It is a raw, gusty day, and his overcoat and muffler flap in the breeze. Draped around one arm is a large Christmas wreath. Under his other arm are several more copies of the paper.

JOSEPH'S VOICE
This morning, day before Christmas, about ten A.M. Bedford Falls time...

George comes to where Ernie, the taxi driver, is standing on the sidewalk.

GEORGE
(holding out paper)
Hi, Ernie, look at that.

(CONTINUED)

(CONTINUED)

INSERT: NEWSPAPER. The front page of the paper, the Bedford Falls Sentinel. The headline reads: PRESIDENT DECORATES HARRY BAILEY - LOCAL BOY WINS CONGRESSIONAL MEDAL OF HONOR. The sub-head tells of a plan for a giant jubilee and parade, to be followed by a banquet, in honor of Commander Harry Bailey, U.S.N. on his way home from Washington after receiving the Congressional Medal of Honor. There's a large picture of President Truman pinning the coveted medal on Harry's bosom, in the midst of dignitaries; a picture of the transport which Harry saved. Practically the whole front page is devoted to the story.

CLOSE SHOT - George and Ernie.

ERNIE
(kidding)
Gonna snow again.

GEORGE
(outraged)
What do you mean - it's gonna snow again? Look at the headlines.

ERNIE
I know - I know - I know. I think it's marvelous.

Gower comes running across the street from his drugstore and joins them.

GEORGE
(reading)
Commander Harry Bailey. Mr. Gower, look at this - the second page.
(gives them papers)
Now look, this is for you. This is for you, this is for you.
(as he leaves)
See you again.

EXT. STREET - DAY

MED. LONG SHOT - Uncle Billy is walking along the street, humming happily to himself. He sees some men decorating the Court House with banners and bunting - there is a huge sign reading: Welcome Home Harry Bailey.

UNCLE BILLY
(calls out)
Be sure you spell the name right.

INT. OUTER OFFICE BUILDING & LOAN - DAY

FULL SHOT - The offices are unchanged, still small time and old-fashioned. The same office force, albeit a few years older: Cousin Tilly and Cousin Eustace. Seated on a chair is a middle-aged man with a brief case. The outer door opens and George enters:

GEORGE
Extra! Extra! Read all about it!

Cousin Tilly and Cousin Eustace are talking on the phone.

COUSIN EUSTACE
George! George! It's Harry now on long distance from Washington!

GEORGE
Harry! What do you know about that?

COUSIN EUSTACE
He reversed the charges. It's okay, isn't it?

GEORGE
What do you mean it's okay? For a hero?
(takes the phone)
Harry! Oh, you old seven kinds of a son of a gun. Congratulations! How's mother standing it?.... She did? What do you know.....
(to Eustace)
Mother had lunch with the President's wife.

COUSIN TILLY
Wait till Martha hears about this.

COUSIN EUSTACE
What did they have to eat?

GEORGE
(on phone)
What did they have to eat? Harry, you should see what they're cooking up in the town for you.... Oh, are they?
(to Eustace)
The Navy's going to fly mother home this afternoon.

COUSIN EUSTACE
In a plane?

GEORGE
(on phone)
What? Uncle Billy?
(to Eustace)
Has Uncle Billy come in yet? (CONTINUED)

COUSIN TILLY
No, he stopped at the bank first.

GEORGE
(on phone)
He's not here right now, Harry.

Cousin Eustace has turned away from George and caught a glimpse of the man waiting in the chair. This is Carter, the bank examiner, come for his annual audit of the books of the Building and Loan.

GEORGE (cont'd)
(on phone)
But look.....

COUSIN EUSTACE
(interrupting)
George.....

GEORGE
(on phone)
....now tell me about it.

COUSIN EUSTACE
(interrupting)
....George, that man's here again.

GEORGE
What man?

COUSIN EUSTACE
(nervously)
Bank....bank examiner.

GEORGE
Oh....
(on phone)
Talk to Eustace a minute, will you. I'll be right back.

He gives the phone to Eustace, puts down his wreath and goes over to Carter.

CLOSE SHOT - George and Carter. They shake hands.

GEORGE
Good morning, sir.

CARTER
Carter - bank examiner.

GEORGE
Mr. Carter, Merry Christmas.

CARTER
Merry Christmas.

(CONTINUED)

GEORGE
We're all excited around here.
(shows him paper)
My brother just got the Congressional Medal of Honor. The President just decorated him.

CARTER
Well, I guess they do those things. Well, I trust you had a good year.

GEORGE
Good year? Well, between you and me, Mr. Carter, we're broke.

CARTER
Yeah, very funny.

GEORGE
Well.....
(leading him into office)
....now, come right in here, Mr. Carter.

CARTER
(as they go)
Although I shouldn't wonder when you okay reverse charges on personal long distance calls.

COUSIN TILLY
George, shall we hang up?

GEORGE
No, no. He wants to talk to Uncle Billy. You just hold on.

CARTER
(in doorway)
Now, if you'll cooperate, I'd like to finish with you by tonight. I want to spend Christmas in Elmira with my family.

GEORGE
I don't blame you at all, Mr. Carter. Just step right in here. We'll fix you up.

INT. BANK - DAY

CLOSE SHOT - Uncle Billy is filling out a deposit slip at one of the desks.

UNCLE BILLY
(writing)
December twenty-fourth.....

(CONTINUED)

(CONTINUED)

He takes a thick envelope from his inside pocket and thumbs through the bills it contains. It is evidently a large sum of money.

UNCLE BILLY (cont'd)
(writing)
Eight thousand.....

MED. SHOT - door to street. Potter is being wheeled in by his goon. Various bank officials run over to greet him - he is reading a newspaper. Uncle Billy has finished filling out his slip, and comes over to taunt Potter, the envelope containing the money in his hand.

UNCLE BILLY
Well, good morning, Mr. Potter. What's the news?

He grabs the paper from Potter's hand.

UNCLE BILLY (cont'd)
Well, well, well, Harry Bailey wins Congressional Medal. That couldn't be one of the Bailey boys? You just can't keep those Bailey's down, now can you, Mr. Potter?

POTTER
How does slacker George feel about that?

UNCLE BILLY
Very jealous, very jealous. He only lost three buttons off his vest. Of course, slacker George would have gotten two of those medals if he had gone.

POTTER
Bad ear.

UNCLE BILLY
Yes.

Uncle Billy folds Potter's paper over the envelope containing his money, and flings his final taunt at the old man.

UNCLE BILLY (cont'd)
After all, Potter, some people like George <u>had</u> to stay home. Not every heel was in Germany and Japan!

In a cold rage, Potter grabs his paper and wheels off toward his office. Uncle Billy smiles triumphantly and goes toward deposit window with his deposit slip.

CLOSE SHOT - Uncle Billy and bank teller at the window.

TELLER
Good morning, Mr. Bailey.

UNCLE BILLY
(still chuckling)
Good morning, Horace.

Uncle Billy hands the bank book over. The teller opens it, starts to punch it with rubber stamps.

TELLER
I guess you forgot something.

UNCLE BILLY
Huh?

TELLER
You forgot something.

UNCLE BILLY
What?

TELLER
Well, aren't you going to make a deposit?

UNCLE BILLY
Sure, sure I am.

TELLER
Well, then...it's usually customary to bring the money with you.

UNCLE BILLY
Oh, shucks.....

Uncle Billy searches through every pocket he has.

UNCLE BILLY (cont'd)
(looks bewildered)
I knew I had....

The teller, knowing the old man's vagaries, points to one of the numerous strings tied around his fingers.

TELLER
How about that one there?

UNCLE BILLY
Hmm? Well, I.....

INT. POTTER'S OFFICE - DAY

CLOSE SHOT - Potter is now behind his desk. He spreads the newspaper cut in front of him, muttering as he does so.

(CONTINUED)

(CONTINUED)

POTTER

Bailey.....

He sees the envelope, looks inside at the money. Then, to his goon, indicating the office door:

POTTER (cont'd)
Take me back there. Hurry up.
(as they go)
Come on, look sharp.

Potter opens the door just a little, and peers through into the bank.

INT. BANK - DAY

CLOSE SHOT - deposit slip desk. Uncle Billy looks around for the money envelope. It is not there. He looks puzzled, thinks hard, then a look of concern creeps into his eyes. He starts thumping his pockets, with increasing panic, and looks in the waste paper basket on the floor. He finally rushes through the door and out onto the street.

INT. POTTER'S OFFICE - DAY

CLOSE SHOT - Potter watching through the door.

POTTER
(to goon)
Take me back.

The goon wheels him back to his desk. He is deep in thought, with a crafty expression on his face.

EXT. STREET - DAY

MED. CLOSE SHOT - Uncle Billy running across the street in the direction of the Building and Loan.

INT. OUTER OFFICE - BUILDING & LOAN - DAY

CLOSE SHOT - George coming from room where he has just left the bank examiner.

GEORGE
Just make yourself at home, Mr. Carter. I'll get those books for you.

He sees Violet Bick standing there.

GEORGE (cont'd)
Oh, hello, Vi.

(CONTINUED)

(CONTINUED)

VIOLET
George, can I see you for a second?

GEORGE
Why, of course you can. Come on in the office here.

He hears a noise, and sees Uncle Billy entering the office.

GEORGE (cont'd)
Uncle Billy, talk to Harry. He's on the telephone.

George and Violet enter his private office. Uncle Billy comes hurrying in.

COUSIN TILLY
Hurry, Uncle Billy, Hurry. Long distance, Washington.

COUSIN EUSTACE
Hey, here's Harry on the phone.

COUSIN TILLY
Harry, your nephew, remember?

COUSIN EUSTACE
(on phone)
Here he is.

Uncle Billy picks up the phone and speaks distractedly, without knowing what he is saying.

UNCLE BILLY
(on phone)
Hello...hello...Yes, Harry - yes... everything...everything's fine.

He hangs up agitatedly, muttering to himself as he goes into his own office. Cousin Tilly and Cousin Eustace look after him, dumbfounded.

UNCLE BILLY (cont'd)
I should have my head examined. Eight thousand dollars. It's got to be somewhere.

INT. GEORGE'S OFFICE - DAY

CLOSE SHOT - George and Violet. George has just finished writing something, and is slipping the paper into an envelope.

GEORGE
(hands it to her)
Here you are.

(CONTINUED)

(CONTINUED)

VIOLET
(bitterly)
Character? If I had any character, I'd....

GEORGE
It takes a lot of character to leave your home town and start all over again.

He pulls some money from his pocket, and offers it to her.

VIOLET
No, George, don't.....

GEORGE
Here, now, you're broke, aren't you?

VIOLET
I know, but.....

GEORGE
What do you want to do, hock your furs, and that hat? Want to walk to New York? You know, they charge for meals and rent up there just the same as they do in Bedford Falls.

VIOLET
(taking money)
Yeah - sure.....

GEORGE
It's a loan. That's my business. Building and Loan. Besides, you'll get a job. Good luck to you.

She looks at him, then says a strange thing.

VIOLET
I'm glad I know you, George Bailey.

She reaches up and kisses him on the cheek, leaving lipstick. George opens the door for her.

INT. OUTER OFFICE - DAY

CLOSE SHOT - As George and Violet come through the door, they are being watched by Cousin Tilly, Cousin Eustace and the bank examiner, who is still waiting to go to work on the books.

GEORGE
(to Violet)
Say hello to New York for me.

(CONTINUED)

VIOLET
Yeah- yeah....sure I will.

GEORGE
Now, let's hear from you.

Violet sees the lipstick on George's cheek, and dabs at it with her handkerchief.

GEORGE (cont'd)
What's the matter? Merry Christmas, Vi.

VIOLET
Merry Christmas, George.

She exits.

MR. CARTER
Mr. Bailey.....

GEORGE
Oh, Mr. Carter, I'm sorry. I'll be right with you.
(to Cousin Tilly)
Uncle Billy in?

COUSIN TILLY
Yeah, he's in his office.

INT. DOORWAY TO UNCLE BILLY'S OFFICE - DAY

CLOSE SHOT - As George opens the door he sees Uncle Billy frantically looking for the missing envelope. The office is in a mess, drawers are opened, and papers scattered on the floor and on the desk.

GEORGE
Unc.....What's going on? The bank examiner's here, and I....

UNCLE BILLY
(in dismay)
He's here?

GEORGE
Yeah, yeah. He wants the accounts payable.....

George stops short, suddenly aware of the tragic old eyes looking up at him.

GEORGE (cont'd)
What's the matter with you?

Uncle Billy gestures nervously for George to come in. He does so and closes the door.

INT. OUTER OFFICE - DAY

MED. SHOT - Cousin Tilly is at her switchboard, and Cousin Eustace standing beside her. Carter is still waiting in the doorway to his office. Suddenly the door opens and George comes striding out. He goes directly to the safe and starts searching, but doesn't find the money. Then he goes to the cash drawer in the counter, and looks through it.

GEORGE
Eustace.....

EUSTACE
Yeah?

GEORGE
Come here a minute.

Cousin Eustace runs over to George.

GEORGE (cont'd)
Did you see Uncle Billy with any cash last night?

COUSIN EUSTACE
He had it on his desk counting it before he closed up.

EXT. MAIN STREET BEDFORD FALLS - DAY

MED. SHOT - Uncle Billy and George are retracing the former's steps through the snow, looking everywhere for the missing money. They pause for a moment on the sidewalk.

GEORGE
Now look, did you buy anything?

UNCLE BILLY
Nothing. Not even a stick of gum.

GEORGE
All right. All right. Now we'll go over every step you took since you left the house.

UNCLE BILLY
This way.

They continue on down the street on their search.

EXT. WINDOW OF POTTER'S OFFICE IN BANK - DAY

CLOSE SHOT - Potter is peering through the slats of the Venetian blind, watching them as they go.

EXT. MAIN STREET BEDFORD FALLS - DAY

MOVING SHOT - George and Uncle Billy continue their search.

WIPE TO:

INT. UNCLE BILLY'S LIVING ROOM

CLOSE SHOT - A shabby, old-fashioned gas-lit room which has been turned almost inside out and upside-down in an effort to locate the missing money. Drawers of an old secretary have been pulled out and are on the floor. Every conceivable place which might have been used by Uncle Billy to put the money has been searched. George, his hair rumpled, is feverishly pursuing the search. Uncle Billy is seated behind the desk, his head on his hands.

GEORGE
And did you put the envelope in your pocket?

UNCLE BILLY
Yeah....yeah....maybe...maybe...

GEORGE
(shouts)
Maybe - maybe! I don't want any maybe. Uncle Billy, we've got to find that money!

UNCLE BILLY
(piteously)
I'm no good to you, George. I....

GEORGE
Listen to me. Do you have any secret hiding place here in the house? Somoplace you could have put it? Someplace to hide the money?

UNCLE BILLY
(exhausted)
I've gone over the whole house, even in rooms that have been locked ever since I lost Laura.

Uncle Billy starts sobbing hysterically. George grabs him by the lapels and shakes him.

GEORGE
(harshly)
Listen to me! Listen to me! Think! Think!

(CONTINUED)

UNCLE BILLY
(sobbing)
I can't think any more, George. I can't think any more. It hurts....

George jerks him to his feet, and shakes him. Uncle Billy stands before him like a frisked criminal, all his pockets hanging out, empty. George's eyes and manner are almost maniacal.

GEORGE
(screaming at him)
Where's that money, you stupid, silly old fool? Where's the money? Do you realize what this means? It means bankruptcy and scandal, and prison!

He throws Uncle Billy down into his chair, and still shouts at him:

GEORGE (cont'd)
That's what it means! One of us is going to jail! Well, it's not going to be me!

George turns and heads for the door, kicking viciously at a waste basket on the floor as he goes. Uncle Billy remains sobbing at the table, his head in his arms.

WIPE TO:

INT. GEORGE'S LIVING ROOM - NIGHT

CLOSE SHOT - Janie (aged eight) is seated at the piano playing "Hark, the Herald Angels Sing," which she practices during the remainder of this scene. There is a Christmas tree all decorated near the fireplace. At a large table Mary is busy putting cellophane bows and decorations on gift packages. At a small table Pete (aged nine) is seated with pad and pencil in the throes of composition. On the floor Tommy (aged three) is playing with a toy vacuum cleaner. We hear the SOUND of a door open and close. Mary turns and sees George enter the hall, a slight powdering of snow or. his head and shoulders.

INT. HALL - NIGHT

CLOSE SHOT - As George comes into the house.

MARY
Hello darling.

CHILDREN
Hello daddy, hello daddy.

(CONTINUED)

MARY
(indicating tree)
How do you like it?

George sneezes violently.

MARY AND CHILDREN
Bless you!

MARY
Did you bring the wreath?

PETE
Daddy, did you bring the Christmas wreath?

GEORGE
Wreath? What wreath?

MARY
The Merry Christmas wreath for the window.

GEORGE
(gruffly)
No. I left it at the office.

MARY
Is it snowing?

GEORGE
Yeah, just started.

MARY
Where's your coat and hat?

GEORGE
Left them at the office.

Mary stares at him, aware that something unusual has happened.

MARY
What's the matter?

GEORGE
(bitterly)
Nothing's the matter. Everything's all right.

INT. LIVING ROOM - NIGHT

CLOSE SHOT - George slumps into an armchair and lifts Tommy onto his lap. Mary is helping Pete decorate the Christmas tree.

(CONTINUED)

(CONTINUED)

MARY
Go on, Pete, you're a big boy. You can put the star up. Way up at the top. That's it. Fill in that little bare spot right there. That's it.
(to George)
Isn't it wonderful about Harry? We're famous, George. I'll bet I had fifty calls today about the parade, the banquet. Your mother's so excited, she.....

During this scene, George has been sitting in the chair, hugging Tommy to him, and crying quietly. Mary realizes that something is soriously wrong, and breaks off. Janie is thumping away at the piano.

GEORGE
(sharply)
Must she keep playing that?

JANIE
(hurt)
I have to practice for the party tonight, daddy.

PETE
Mommy says we can stay up till midnight and sing Christmas Carols.

TOMMY
Can you sing, Daddy?

MARY
(to George)
Better hurry and shave. The families will be here soon.

GEORGE
(rising from chair)
Families! I don't want the families over here!

Mary leads him out toward the kitchen.

MARY
Come on out in the kitchen with me while I finish dinner.

They exit with Tommy hanging onto George's coat-tails, and pulling at him. CAMERA PANS WITH them.

TOMMY
(to George)
Excuse me....excuse me....

INT. HALL - NIGHT

CLOSE SHOT - as they go toward kitchen.

MARY
Have a hectic day?

GEORGE
(bitterly)
Oh, yeah, another big red letter day for the Baileys.

PETE
Daddy, the Browns next door have a new car. You should see it.

GEORGE
(turns on him)
Well, what's the matter with our car? Isn't it good enough for you?

PETE
Yes, daddy.

TOMMY
(tugging at coat)
Excuse me, excuse me.....

INT. KITCHEN - NIGHT

CLOSE SHOT - They come through the door.

GEORGE
(annoyed)
Excuse you for what?

TOMMY
I burped!

MARY
All right, darling, you're excused. Now go upstairs and see what little Zuzu wants.

Tommy leaves, and Mary turns to the stove.

GEORGE
Zuzu! What's the matter with Zuzu?

MARY
Oh, she's got a cold. She's in bed. Caught it coming home from school. They gave her a flower for a prize and she didn't want to crush it so she didn't button up her coat.

GEORGE
What is it, a sore throat or what?

(CONTINUED)

(CONTINUED)

MARY
Just a cold. The doctor says it's nothing serious.

GEORGE
The doctor? Was the doctor here?

MARY
Yes, I called him right away. He says it's nothing to worry about.

GEORGE
Is she running a temperature? What is it?

MARY
Just a teensie one - ninety-nine, six. She'll be all right.

George paces about the kitchen, worried.

GEORGE
Gosh, it's this old house. I don't know why we don't all have pneumonia. This drafty old barn! Might as well be living in a refrigerator! Why did we have to live here in the first place and stay around this measly, crummy old town?

MARY
(worried)
George, what's wrong?

GEORGE
Wrong? Everything's wrong! You call this a happy family? Why did we have to have all these kids?

PETE
(coming in)
Dad, how do you spell frankincense?

GEORGE
(shouts)
I don't know. Ask your mother.

George goes toward doorway.

MARY
Where're you going?

GEORGE
Going up to see Zuzu.

We hear his footsteps as he leaves. Mary looks after him, puzzled and concerned, then comes over to Pete.

(CONTINUED)

(CONTINUED)

PETE
He told me to write a play for tonight.

MARY
F-R-A-N-K-I-N.....

INT. HALL - NIGHT

MED. CLOSE SHOT - George starts up the stairs. The knob on the bannister comes off in his hand, and for a moment he has an impulse to hurl it into the living room. Then, he replaces the knob, and goes on up the stairs.

INT. ZUZU'S BEDROOM - NIGHT

FULL SHOT - The SOUND of Janie at the piano can be heard, the same monotonous rhythm over and over. Zuzu, (aged six) is sitting up in her bed, the lamp burning beside her. She is holding her prize flower. George tiptoes in. Then, as he sees she's awake, he comes over, sitting on the edge of her bed.

ZUZU
Hi, daddy.

GEORGE
Well, what happened to you?

ZUZU
I won a flower.

She starts to get out of bed.

GEORGE
Wait now. Where do you think you're going?

ZUZU
Want to give my flower a drink.

GEORGE
All right, all right. Here, give daddy the flower. I'll give it a drink.

She shakes her head and presses the flower to her. A few petals fall off. She picks them up.

ZUZU
Look, daddy....paste it.

GEORGE
Yeah, all right. Now, I'll paste this together.

(CONTINUED)

She hands him the fallen petals and the flower. He turns his back to Zuzu, pretending to be tinkering with the flower. He sticks the fallen petals in his watch pocket, re-arranges the flower, and then turns back to Zuzu.

GEORGE
There it is, good as new.

ZUZU
Give the flower a drink.

George puts the flower in a glass of water on the table beside her bed.

GEORGE
Now, will you do something for me?

CLOSEUP - George and Zuzu. They whisper.

ZUZU
What?

GEORGE
Will you try to get some sleep?

ZUZU
I'm not sleepy. I want to look at my flower.

GEORGE
I know - I know, but you just go to sleep, and then you can dream about it, and it'll be a whole garden.

ZUZU
It will?

GEORGE
Uh-huh.

She closes her eyes, and relaxes on the bed. George pulls the covers over her. He bends down and his lips touch a tendril of the child's hair. Then he gets up and tiptoes out of the room.

INT. LIVING ROOM - NIGHT

CLOSE SHOT - Janie is still pounding with grim determination at the piano, Pete is seated at the table writing, Tommy is playing with his toy vacuum cleaner. The telephone rings.

(CONTINUED)

JANIE AND PETE

Telephone.

INT. HALL - NIGHT

CLOSE SHOT - Mary comes in and picks up the phone.

MARY
I'll get it.
(on phone)
Hello. Yes, this is Mrs. Bailey.

George enters shot, and stands listening to her.

MARY (cont'd)
Oh, thank you, Mrs. Welch. I'm sure she'll be all right. The doctor says that she ought to be out of bed in time to have her Christmas dinner.

GEORGE
Is that Zuzu's teacher?

MARY
(hand over mouthpiece)
Yes.

GEORGE
Let me speak to her.

He snatches the phone from Mary.

GEORGE (cont'd)
(on phone)
Hello. Hello, Mrs. Welch? This is George Bailey. I'm Zuzu's father. Say, what kind of a teacher are you anyway? What do you mean sending her home like that, half naked? Do you realize she'll probably end up with pneumonia on account of you?

MARY
(shocked)
George!

She puts a restraining hand on his arm. He shakes it off. She cannot know that George's tirade against Mrs. Welch is really a tirade against the world, against life itself, against God. Over the phone we hear Mrs. Welch's voice sputtering with protest.

(CONTINUED)

GEORGE
Is this the sort of thing we pay taxes for - to have teachers like you? Silly, stupid, careless people who send our kids home without any clothes on? You know, maybe my kids aren't the best dressed kids, maybe they don't have any decent clothes.....

Mary succeeds in wresting the phone from George's hand.

GEORGE (cont'd)
Aw, that stupid.....

Mary speaks quickly into the phone.

MARY
Hello, Mrs. Welch. I want to apologize....hello....hello...
(to George)
She's hung up.

GEORGE
(savagely)
I'll hang her up!

But the telephone is suddenly alive with a powerful male voice calling:

MR. WELCH'S VOICE
Now, who do you think you are?

George hears this and grabs the receiver from Mary.

GEORGE
(to Mary)
Wait a minute.
(on phone)
Hello? Who is this? Oh, Mr. Welch! Okay, that's fine Mr. Welch. Gives me a chance to tell you what I really think of your wife.

Mary once more tries to take the phone from him.

MARY
George.....

GEORGE
(raving at her)
Will you get out and let me handle this?
(into phone - shouting)
Hello? Hello? What? Oh, you will, huh? Okay, Mr. Welch, any time you think you're man enough....Hello? Any....

(CONTINUED)

But before he can think of an insult to top Welch's, we hear a click on the phone.

GEORGE
Oh.....

He hangs up the receiver, and turns toward the living room. His face is flushed and wet.

PETE
Daddy, how do you spell "Hallelujah?"

GEORGE
(shouts)
How should I know? What do you think I am, a dictionary?

He yells at Tommy, noisily playing with his vacuum cleaner.

GEORGE (cont'd)
Tommy, stop that! Stop it!

Janie is still practicing at the piano, monotonously.

GEORGE (cont'd)
(savagely)
Janie, haven't you learned that silly tune yet? You've played it over and over again. Now stop it! Stop it!

INT. LIVING ROOM - NIGHT

CLOSE SHOT - The room has suddenly become ominously quiet, the only SOUND being George's labored breathing. George goes over to a corner of the room where his workshop is set up - a drawing table, several models of modern buildings, bridges, etc. Savagely he kicks over the models, picks up some books and hurls them into the corner. Mary and the children watch, horrified. George looks around, and sees them staring at him as if he were some unknown wild animal. The three children are crying.

GEORGE
(gasping for breath)
I'm sorry, Mary. Janie, I'm sorry. I didn't mean....you go on and practice. Pete, I owe you an apology, too. I'm sorry. What do you want to know.

PETE
(holding back his tears)
Nothing, daddy.

(CONTINUED)

(CONTINUED)

Mary and the children stare at him, stunned by his furious outburst. There is silence in the room.

GEORGE
What's the matter with everybody? Janie, go on. I told you to practice.
(shouts)
Now, go on, play!

Janie breaks into sobs.

JANIE
Oh, daddy.....

MARY
(in an outburst)
George, why must you torture the children? Why don't you.....

The sight of Mary and the children suffering is too much for George.

GEORGE
Mary.....

He looks around him, then quickly goes out the front door of the house. Mary goes to the phone, picks it up.

MARY
Bedford two-four-seven, please.

PETE
Is daddy in trouble?

MARY
Yes, Pete.

JANIE
Shall I pray for him?

MARY
Yes, Janie, pray very hard.

TOMMY
Me, too?

MARY
You, too, Tommy.
(on phone)
Hello, Uncle Billy?

WIPE TO:

INT. POTTER'S OFFICE IN BANK - NIGHT - 8:00 P.M.

MED. CLOSEUP - Potter is seated at his desk, his goon beside him. He is signing some papers. George is seated in a chair before the desk, without a hat or coat, covered lightly with snow.

GEORGE
I'm in trouble, Mr. Potter. I need help. Through some sort of an accident my company's short in their accounts. The bank examiner's up there today. I've got to raise eight thousand dollars immediately.

POTTER
(casually)
Oh, so that's what the reporters wanted to talk to you about?

GEORGE
(incredulous)
The reporters?

POTTER
Yes. They called me up from your Building and Loan. Oh, there's a man over there from the D.A.'s office, too. He's looking for you.

GEORGE
(desperate)
Please help me, Mr. Potter. Help me, won't you, please? Can't you see what it means to my family? I'll pay you any sort of a bonus on the loan....any interest. If you still want the Building and Loan, why I.....

POTTER
(interrupting)
George, could it possibly be there's a slight discrepancy in the books?

GEORGE
No, sir. There's nothing wrong with the books. I've just misplaced eight thousand dollars. I can't find it anywhere.

POTTER
(looking up)
You misplaced eight thousand dollars?

(CONTINUED)

(CONTINUED)

GEORGE
Yes, sir.

POTTER
Have you notified the police?

GEORGE
No, sir. I didn't want the publicity. Harry's homecoming tomorrow....

POTTER
(snorts)
They're going to believe that one. What've you been doing, George? Playing the market with the company's money?

GEORGE
No, sir. No, sir. I haven't.

POTTER
What is it - a woman then? You know, it's all over town that you've been giving money to Violet Bick.

GEORGE
(incredulous)
What?

POTTER
Not that it makes any difference to me, but why did you come to me? Why don't you go to Sam Wainwright and ask him for the money?

GEORGE
I can't get hold of him. He's in Europe.

POTTER
Well, what about all your other friends?

GEORGE
They don't have that kind of money, Mr. Potter. You know that. You're the only one in town that can help me.

POTTER
I see. I've suddenly become quite important. What kind of security would I have, George? Have you got any stocks?

(CONTINUED)

(CONTINUED)

GEORGE
(shaking his head)
No, sir.

POTTER
Bonds? Real estate? Collateral of any kind?

GEORGE
(pulls out policy)
I have some life insurance, a fifteen thousand dollar policy.

POTTER
Yes....how much is your equity in it?

GEORGE
Five hundred dollars.

POTTER
(sarcastically)
Look at you. You used to be so cocky! You were going to go out and conquer the world! You once called me a warped, frustrated old man. What are you but a warped, frustrated young man? A miserable little clerk crawling in here on your hands and knees and begging for help. No securities - no stocks - no bonds - nothing but a miserable little five hundred dollar equity in a life insurance policy. You're worth more dead than alive. Why don't you go to the riff-raff you love so much and ask them to let you have eight thousand dollars? You know why? Because they'd run you out of town on a rail..... But I'll tell you what I'm going to do for you, George. Since the state examiner is still here, as a stockholder of the Building and Loan, I'm going to swear out a warrant for your arrest. Misappropriation of funds - manipulation - malfeasance.....

George turns and starts out of the office as Potter picks up the phone and dials.

POTTER (cont'd)
All right, George, go ahead. You can't hide in a little town like this.

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(CONTINUED)

George is out of the door by now. CAMERA MOVES CLOSER to Potter.

POTTER (cont'd)
(on phone)
Bill? This is Potter.

EXT. MAIN STREET BEDFORD FALLS - NIGHT

MED. CLOSE SHOT. George comes out of the bank into the falling snow. He crosses the street, tugs at the door of his old car, finally steps over the door, and drives off.

EXT. MARTINI'S BAR - NIGHT

MED. CLOSE SHOT - An attractive little roadside tavern, with the name "Martini's" in neon lights on the front wall.

INT. MARTINI'S BAR - NIGHT

CLOSE SHOT - The place is an Italian restaurant with bar. The bottles sparkle. There are Christmas greens and holly decorating the place. It has a warm, welcoming spirit, like Martini himself, who is welcoming new arrivals. The booths and the checkered cloth covered tables are full. There is an air of festivity and friendliness, and more like a party than a public drinking place. George is seated at the bar - he has had a great deal to drink, far more than he's accustomed to.

MARTINI'S VOICE
(to new customers)
Merry Christmas. Glad you come.

MAN'S VOICE
How about some of that good spaghetti?

MARTINI'S VOICE
We got everything.

During this, CAMERA MOVES CLOSER to George. Nick, the bartender, is watching him solicitously. Seated on the other side of George is a burly individual, drinking a glass of beer. George is mumbling:

GEORGE
(mumbling)
God...God...Dear Father in Heaven, I'm not a praying man, but if you're up there and you can hear me, show me the way. I'm at the end of my rope. Show me the way, God.

(CONTINUED)

(CONTINUED)

NICK
(friendly)
Are you all right, George? Want someone to take you home?

George shakes his head. Martini comes over to his side.

MARTINI
(worried)
Why you drink so much, my friend? Please go home, Mr. Bailey. This is Christmas Eve.

The ugly man next to George, who has been listening, reacts sharply to the name "Bailey."

MAN
Bailey? Which Bailey?

NICK
This is Mr. George Bailey.

Without any warning, the burly man throws a vicious punch at George who goes down and out. Martini, Nick and several others rush to pick him up.

MAN
(to George)
And the next time you talk to my wife like that you'll get worse. She cried for an hour. It isn't enough she slaves teaching your stupid kids how to read and write, and you have to bawl her out....

MARTINI
(furious)
You get out of here, Mr. Welch!

Mr. Welch reaches in his pocket for money.

WELCH
Now wait....I want to pay for my drink.

MARTINI
Never mind the money. You get out of here quick.

WELCH
All right.

MARTINI
You hit my best friend. Get out!

Nick and Martini shove Welch out the door, then run back to help George to his feet. George's mouth is cut and bleeding.

(CONTINUED)

(CONTINUED)

NICK
You all right, George?

GEORGE
(stunned)
Who was that?

MARTINI
He gone. Don't worry. His name is Welch. He don't come in to my place no more.

GEORGE
Oh - Welch. That's what I get for praying.

MARTINI
The last time he come in here. You hear that, Nick?

NICK
Yes, you bet.

GEORGE
Where's my insurance policy?
(finds it in pocket)
Oh, here....

He starts for the door.

MARTINI
Oh, no, please, don't go out this way, Mr. Bailey.

GEORGE
I'm all right.

Nick and Martini try to stop him, but he shrugs them off.

MARTINI
Oh, no - you don't feel so good.

GEORGE
I'm all right.

MARTINI
Please don't go away - please!

George opens the door and exits to the street.

WIPE TO:

EXT. RESIDENTIAL STREET - NIGHT

MED. SHOT - George's car comes along the empty street, through the falling snow, suddenly swerves and crashes into a tree near the sidewalk of a house. George gets out to look at the damage, and savagely kicks at (cont'd)

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(CONTINUED)

the open door of the car, trying to shut it. The noise brings the owner of the house running out.

OWNER
What do you think you're doing?

CLOSE SHOT - George stands unsteadily near the car, shaken by the accident. The front lights are broken and the fender is ripped. George stands dully looking at the damage. The owner comes up, looking at his tree. He leans over to examine the damages.

OWNER
(indignation)
Now look what you did. My great grandfather planted this tree.

George staggers off down the street, paying no attention to the man.

OWNER (cont'd)
Hey, you...Hey, you! Come back here, you drunken fool! Get this car out of here!

EXT. BRIDGE OVER RIVER - NIGHT

MED. LONG SHOT - George is crossing the approach to the bridge when a truck swings around the corner and nearly hits him.

DRIVER
Hey, what's the matter with you? Look where you're going!

The truck turns onto the bridge, and George takes a narrow catwalk at the railing.

CLOSE SHOT - George has stopped by the railing at the center of the bridge. The snow is now falling hard.

EXT. RIVER - NIGHT

MED. CLOSE SHOT - CAMERA SHOOTING DOWN from George's angle TO the water, dotted with floating ice, passing under the bridge.

EXT. BRIDGE AT RAILING - NIGHT

CLOSEUP - George. He stares down at the water, desperate, trying to make up his mind to act. He leans over looking at the water, fascinated, glances furtively around him, hunches himself as though about to jump.

MED. CLOSE SHOT - From above George a body hurtles past and lands in the water with a loud splash. George looks down, horrified.

VOICE
(from river)
Help! Help!

George quickly takes off his coat, and dives over the railing into the water.

CLOSER ANGLE - George comes up, sees the man flailing about in the water, and CAMERA PANS WITH him as he swims toward the man.

MAN
Help! Help! Help!

EXT. TOLL HOUSE ON BRIDGE - NIGHT

CLOSE SHOT - The toll house keeper, hearing the cries for help, comes running out on the bridge with a flashlight, which he shines on the two figures struggling in the water below.

EXT. RIVER - NIGHT

CLOSE SHOT - The man in the water is Clarence, the angel whose voice we have heard speaking from Heaven. George reaches him, grabs hold of him, and starts swimming for shore.

WIPE TO:

INT. TOLL HOUSE ON BRIDGE - NIGHT

MED. SHOT - George, Clarence, and the tollkeeper. George is seated before a wood burning stove before which his clothes are drying on a line. He is in his long winter underwear. He is sipping a mug of hot coffee, staring at the stove, cold, gloomy and drunk, ignoring Clarence and the tollkeeper, preoccupied by his near suicide and his unsolved problems. Clarence is standing on the other side of the stove, putting on his undershirt. This is a ludicrous seventeenth century garment which looks like a baby's night shirt - with embroidered cuffs and collar, and gathered at the neck with a drawstring. It falls below his knees.

The tollkeeper is seated against the wall eyeing them suspiciously. Throughout the scene he attempts to spit, but each time is stopped by some amazing thing Clarence does or says. Clarence becomes aware that his garment is amazing the tollkeeper.

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CLARENCE
I didn't have time to get some stylish underwear. My wife gave me this on my last birthday. I passed away in it.

The tollkeeper, about to spit, is stopped in the middle of it by this remark. Clarence, secretly trying to get George's attention, now picks up a copy of "Tom Sawyer" which is hanging on the line, drying. He shakes the book.

CLARENCE (cont'd)
Oh, Tom Sawyer's drying out, too. You should read the new book Mark Twain's writing now.

The tollkeeper stares at him incredulously.

TOLLKEEPER
How'd you happen to fall in?

CLARENCE
I didn't fall in. I jumped in to save George.

George looks up, surprised.

GEORGE
You what? To save me?

CLARENCE
Well, I did, didn't I? You didn't go through with it, did you?

GEORGE
Go through with what?

CLARENCE
Suicide.

George and the tollkeeper react to this.

TOLLKEEPER
It's against the law to commit suicide around here.

CLARENCE
Yeah, it's against the law where I come from, too.

TOLLKEEPER
Where do you come from?

He leans forward to spit, but is stopped by Clarence's next statement.

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(CONTINUED)

CLARENCE

Heaven.
(to George)
I had to act quickly, that's why I jumped in. I knew if I were drowning you'd try to save me. And you see, you did, and that's how I saved you.

The tollkeeper becomes increasingly nervous. George casually looks at the strange smiling little man a second time.

GEORGE

(off hand)
Very funny.

CLARENCE

Your lip's bleeding, George.

George's hand goes to his mouth.

GEORGE

Yeah, I got a bust in the jaw in answer to a prayer a little bit ago.

CLARENCE

(comes around to George)
Oh, no - no - no, George. I'm the answer to your prayer. That's why I was sent down here.

GEORGE

(casually interested)
How do you know my name.

CLARENCE

Oh, I know all about you. I've watched you grow up from a little boy.

GEORGE

What are you, a mind reader or something?

CLARENCE

Oh, no.

GEORGE

Well, who are you, then?

CLARENCE

Clarence Odbody, A-S-2.

GEORGE

Odbody...A-S-2. What's that A-S-2?

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(CONTINUED)

CLARENCE
Angel Second Class.

The tollkeeper's chair slips out from under him with a crash. He has been leaning against the wall on it, tipped back on two legs. Tollkeeper rises and makes his way warily out the door. From his expression he looks like he'll call the nearest cop.

CLARENCE (cont'd)
(to tollkeeper)
Cheerio, my good man.

George rubs his head with his hand, to clear his mind.

GEORGE
Oh, brother. I wonder what Martini put in those drinks?

He looks up at Clarence standing beside him.

GEORGE (cont'd)
Hey, what's with you? What did you say just a minute ago? Why'd you want to save me?

CLARENCE
That's what I was sent down for. I'm your guardian angel.

GEORGE
I wouldn't be a bit surprised.

CLARENCE
Ridiculous of you to think of killing yourself for money. Eight thousand dollars.

GEORGE
(bewildered)
Yeah....just things like that. Now how'd you know that?

CLARENCE
I told you - I'm your guardian angel. I know everything about you.

GEORGE
Well, you look about like the kind of an angel I'd get. Sort of a fallen angel, aren't you? What happened to your wings.

CLARENCE
I haven't won my wings yet. That's why I'm an angel Second Class.

(CONTINUED)

(CONTINUED)

GEORGE
I don't know whether I like it very much being seen around with an angel without any wings.

CLARENCE
Oh, I've got to earn them, and you'll help me, won't you?

GEORGE
(humoring him)
Sure, sure. How?

CLARENCE
By letting me help you.

GEORGE
Only one way you can help me. You don't happen to have eight thousand bucks on you?

CLARENCE
Oh, no, no. We don't use money in Heaven.

GEORGE
Oh, that's right, I keep forgetting. Comes in pretty handy down here, bub.

CLARENCE
Oh, tut, tut, tut.

GEORGE
I found it out a little late. I'm worth more dead than alive.

CLARENCE
Now look, you mustn't talk like that. I won't get my wings with that attitude. You just don't know all that you've done. If it hadn't been for you....

GEORGE
(interrupts)
Yeah, if it hadn't been for me, everybody'd be a lot better off. My wife, and my kids and my friends.
(annoyed with Clarence)
Look, little fellow, go off and haunt somebody else, will you?

CLARENCE
No, you don't understand. I've got my job.....

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(CONTINUED)

GEORGE
(savagely)
Aw, shut up, will you.

Clarence is not getting far with George. He glances up, paces across the room, thoughtfully.

CLARENCE
(to himself)
Hmmm, this isn't going to be so easy.
(to George)
So you still think killing yourself would make everyone feel happier, eh?

GEORGE
(dejectedly)
Oh, I don't know. I guess you're right. I suppose it would have been better if I'd never been born at all.

CLARENCE
What'd you say?

GEORGE
I said I wish I'd never been born.

CLARENCE
Oh, you mustn't say things like that. You.....
(gets an idea)
....wait a minute. Wait a minute. That's an idea.
(glances up toward Heaven)
What do you think? Yeah, that'll do it. All right.
(to George)
You've got your wish. You've never been born.

As Clarence speaks this line, the snow stops falling outside the building, a strong wind springs up which blows open the door to the shack. Clarence runs to close the door.

CLARENCE (cont'd)
(looking upward)
You don't have to make all that fuss about it.

As Clarence speaks, George cocks his head curiously, favoring his deaf ear, more interested in his hearing than in what Clarence has said.

(CONTINUED)

(CONTINUED)

GEORGE
What did you say?

CLARENCE
You've never been born. You don't exist. You haven't a care in the world.

George feels his ear as Clarence talks.

CLARENCE (cont'd)
No worries - no obligations - no eight thousand dollars to get - no Potter looking for you with the Sheriff.

CLOSEUP - George and Clarence. George indicates his bad ear.

GEORGE
Say something else in that ear.

CLARENCE
(bending down)
Sure. You can hear out of it.

GEORGE
Well, that's the doggonedest thing... I haven't heard anything out of that ear since I was a kid. Must have been that jump in the cold water.

CLARENCE
Your lip's stopped bleeding, too, George.

George feels his lip, which shows no sign of the recent cut he received from Welch. He is now thoroughly confused.

GEORGE
What do you know about that.... What's happened?

MED. CLOSE SHOT - George looks around, as though to get his bearings.

GEORGE
It's stopped snowing out, hasn't it? What's happened here?
(standing up)
Come on, soon as these clothes of ours are dry....

CLARENCE
Our clothes <u>are</u> dry.

(CONTINUED)

George feels the clothes on the line.

GEORGE
What do you know about that? Stove's hotter than I thought. Now, come on, get your clothes on, and we'll stroll up to my car and get....

They start dressing. George interrupts himself.

GEORGE (cont'd)
Oh, I'm sorry. I'll stroll. You fly.

CLARENCE
I can't fly. I haven't got my wings.

GEORGE
You haven't got your wings. Yeah, that's right.

WIPE TO:

EXT. STREET - NIGHT

MED. SHOT - This is the same empty street where George's car swerved into the tree near the sidewalk. George and Clarence come into shot and up to the spot where George had left his car smashed against the tree. George looks around, but his car is nowhere to be seen, and the tree is undamaged.

CLARENCE
What's the matter?

GEORGE
(puzzled)
Well, this is where I left my car and it isn't here.

CLARENCE
You have no car.

GEORGE
Well, I had a car, and it was right here. I guess somebody moved it.

CLOSE SHOT - at curb. The owner of the house passes with some Christmas packages under his arm.

OWNER
(politely)
Good evening.

(CONTINUED)

GEORGE
Oh, say....Hey....where's my car?

OWNER
I beg your pardon?

GEORGE
My car, my car. I'm the fellow that owns the car that ran into your tree.

OWNER
What tree?

GEORGE
What do you mean, what tree? This tree. Here, I ran into it. Cut a big gash in the side of it here.

The owner bends down to examine the trunk of the tree, then straightens up and smells George's breath. He backs away.

OWNER
You must mean two other trees. You had me worried. One of the oldest trees in Pottersville.

GEORGE
(blankly)
Pottersville? Why, you mean Bedford Falls.

OWNER
I mean Pottersville.
(sharply)
Don't you think I know where I live? What's the matter with you?

The owner proceeds towards his house. George is completely bewildered.

GEORGE
Oh, I don't know. Either I'm off my nut, or he is....
(to Clarence)
or you are!

CLARENCE
It isn't me!

GEORGE
Well, maybe I left the car up at Martini's. Well, come on, Gabriel.

(CONTINUED)

He puts his arm around Clarence, and they start off up the road.

CLARENCE
(as they go)
Clarence!

GEORGE
Clarence! Clarence!

WIPE TO:

INT. NICK'S BAR - NIGHT

CLOSE SHOT - It is Martini's place, but almost unrecognizable. The cheerful Italian feeling is gone. It is now more of a hard-drinking joint, a honky-tonk. Same bar, tables have no covers. People are lower down and tougher. Nick the bartender is behind the bar. George and Clarence come in. George does not notice the difference, but Clarence is all eyes and beaming. They go up to the bar.

GEORGE
(as they come in)
That's all right. Go on in. Martini's a good friend of mine.

Two people leave the bar as they approach.

GEORGE (cont'd)
There's a place to sit down. Sit down.

MED. CLOSEUP - Nick is wiping off the bar as they sit down.

GEORGE (cont'd)
Oh, hello, Nick. Hey, where's Martini?

NICK
You want a martini?

GEORGE
No, no, Martini. Your boss. Where is he?

NICK
(impatient)
Look, I'm the boss. You want drink or don't you?

(CONTINUED)

GEORGE
Okay - all right. Double bourbon, quick, huh?

NICK
Okay.
(to Clarence)
What's yours?

CLARENCE
I was just thinking....
(face puckers up with delicious anticipation)
It's been so long since I.....

NICK
(impatient)
Look, mister, I'm standing here waiting for you to make up your mind.

CLARENCE
(appreciatively)
That's a good man. I was just thinking of a flaming rum punch. No, it's not cold enough for that. Not nearly cold enough.... Wait a minute....wait a minute... I got it. Mulled wine, heavy on the cinnamon and light on the cloves. Off with you, me lad, and be lively!

NICK
Hey, look mister, we serve hard drinks in here for men who want to get drunk fast. And we don't need any characters around to give the joint atmosphere. Is that clear? Or do I have to slip you my left for a convincer?

As he says this, Nick leans over the counter, and puts his left fist nearly in Clarence's eye. Clarence is puzzled by this conduct.

CLARENCE
(to George)
What's he talking about?

GEORGE
(soothingly)
Nick - Nick, just give him the same as mine. He's okay.

NICK
Okay.

(CONTINUED)

(CONTINUED)

Nick turns away to get the drinks.

GEORGE
What's the matter with him? I never saw Nick act like that before.

CLARENCE
You'll see a lot of strange things from now on.

GEORGE
Oh, yeah. Hey, little fellow - you worry me. You got someplace to sleep?

CLARENCE
No.

GEORGE
You don't, huh? Well, you got any money?

Nick is listening suspiciously to this conversation.

CLARENCE
No.

GEORGE
No wonder you jumped in the river.

CLARENCE
I jumped in the river to save you so I could get my wings.

Nick stops pouring the drinks, bottle poised in his hand.

GEORGE
Oh, that's right.

A cash register bell rings off stage. Clarence reacts to the SOUND of the bell.

CLARENCE
Oh - oh. Somebody's just made it.

GEORGE
Made what?

CLARENCE
Every time you hear a bell ring, it means that some angel's just got his wings.

George glances up at Nick.

(CONTINUED)

(CONTINUED)

GEORGE
Look, I think maybe you better not mention getting your wings around here.

CLARENCE
Why? Don't they believe in angels?

GEORGE
(looking at Nick)
A....Yeah, but...you know...

CLARENCE
Then why should they be surprised when they see one?

GEORGE
(to Nick)
He never grew up. He's....
(to Clarence)
How old are you, anyway, Clarence?

CLARENCE
Two hundred and ninety-three....
(thinks)
.....next May.

Nick slams the bottle down on the counter.

NICK
That does it! Out you two pixies go, through the door or out the window!

GEORGE
Look, Nick. What's wrong?

NICK
(angrily)
And that's another thing. Where do you come off calling me Nick?

GEORGE
Well, Nick, that's your name, isn't it?

NICK
What's that got to do with it? I don't know you from Adam's off ox.
(sees someone come in)
Hey, you! Rummy! Come here! Come here!

CLOSE SHOT - a small wreck of a man, with weak, watery eyes. Obviously a broken-down panhandler, his hat in his hand.

CLOSEUP - George. He can hardly believe his eyes. It is Gower, the druggist.

BACK TO SHOT - Nick at the bar.

NICK
(to Gower)
Didn't I tell you never to come panhandling around here?

Nick picks up a seltzer bottle, and squirts Gower in the face with it. The crowd laugh brutally.. Gower smiles weakly, as the soda runs off his face.

CLOSE SHOT - George, horrified, leaps up and goes over to Gower.

GEORGE
Mr. Gower! Mr. Gower! This is George Bailey! Don't you know me?

GOWER
No. No.

NICK
(to his bouncers)
Throw him out. Throw him out.

The bouncers throw Gower out the front door. George rushes back to the bar.

GEORGE
(bewildered)
Hey, what is....Hey, Nick, Nick... Isn't that Mr. Gower, the druggist?

NICK
You know, that's another reason for me not to like you. That rum-head spent twenty years in jail for poisoning a kid. If you know him, you must be a jail-bird yourself.
(to his bouncers)
Would you show these gentlemen to the door.

BOUNCER
Sure. This way, gentlemen.

EXT. NICK'S BAR - NIGHT

CLOSE SHOT - George and Clarence come flying through the door and land in the snow.

INT. NICK'S BAR - NIGHT

CLOSE SHOT - Nick at the cash register, busily ringing the bell.

NICK
Hey! Get me! I'm giving out wings!

EXT. NICK'S BAR - NIGHT

CLOSE SHOT - George and Clarence lying in the snow. George has a strange, puzzled look on his face. They remain for a moment as they landed, looking at each other.

CLARENCE
You see, George, you were not there to stop Gower from putting that poison into the....

GEORGE
What do you mean, I wasn't there? I remember distinctly.....

George catches a glimpse of the front of the building with the neon sign over the door. It now reads "NICK'S PLACE" instead of "MARTINI'S."

George and Clarence get to their feet.

GEORGE
(exasperated)
What the....hey, what's going on around here? Why, this ought to be Martini's place.

He points to the sign, and looks at Clarence. Clarence sort of hangs his head. George fixes him with a very interested look.

GEORGE (cont'd)
Look, who are you?

CLARENCE
(patiently)
I told you, George. I'm your guardian angel.

George, still looking at him, goes up to him and pokes his arm. It's flesh.

GEORGE
Yeah, yeah, I know. You told me that. What else are you? What... are you a hypnotist?

(CONTINUED)

(CONTINUED)

CLARENCE
No, of course not.

GEORGE
Well then, why am I seeing all these strange things?

CLARENCE
Don't you understand, George? It's because you were not born.

GEORGE
Then if I wasn't born, who am I?

CLARENCE
You're nobody. You have no identity.

George rapidly searches his pockets for identification, but without success.

GEORGE
What do you mean, no identity? My name's George Bailey.

CLARENCE
There is no George Bailey. You have no papers, no cards, no driver's license, no 4-F card, no insurance policy....
(he says these things as George searches for them)

George looks in his watch pocket.

CLARENCE (cont'd)
They're not there, either.

GEORGE
What?

CLARENCE
Zuzu's petals.

George feverishly continues to turn his pockets inside out.

CLARENCE (cont'd)
You've been given a great gift, George. A chance to see what the world would be like without you.

George is completely befuddled.

(CONTINUED)

(CONTINUED)

GEORGE
(shaking his head)
Now wait a minute, here. Wait a minute here. Aw, this is some sort of a funny dream I'm having here. So long, mister, I'm going home.

He starts off. Clarence rises.

CLARENCE
Home? What home?

GEORGE
(furious)
Now shut up! Cut it out! You're...you're...you're crazy! That's what I think...you're screwy, and you're driving me crazy, too! I'm seeing things. I'm going home and see my wife and family. Do you understand that? And I'm going home alone!

George strides off hurriedly. Clarence slowly follows him, glancing up toward Heaven as he goes.

CLARENCE
How'm I doing, Joseph? Thanks.
(pause)
No, I didn't have a drink!

WIPE TO:

EXT. STREET - NIGHT

MED. SHOT - George moves into the scene. The sign bearing the name of the town reads: "POTTERSVILLE." George looks at it in surprise, then starts up the street toward the main part of town. As he goes, CAMERA MOVES WITH him. The character of the place has completely changed. Where before it was a quiet, orderly small town, it has now become in nature like a frontier village. We see a SERIES OF SHOTS of night clubs, cafes, bars, liquor stores, pool halls and the like, with blaring jazz MUSIC issuing from the majority of them. The motion picture theatre has become a burlesque house, Gower's drug store is now a pawnbroker's establishment, and so on.

CLOSE SHOT - George stops before what used to be the offices of the Building and Loan. There is a garish electric sign over the entrance reading: "Welcome Jitterbugs." A crowd of people are watching the police, who are raiding the place, and dragging out a number of screaming women, whom they throw into a patrol wagon. George talks to one of the cops:

(CONTINUED)

(CONTINUED)

GEORGE
Hey...hey. Where did the Building and Loan move to?

COP
The Building and what?

GEORGE
The Bailey Building and Loan. It was up there.

COP
They went out of business years ago.

MED. CLOSEUP - George sees the struggling figure of Violet Bick, arrayed as a tart, being dragged into the patrol wagon.

GEORGE
Hey, Violet!
(to the cop)
Hey, listen - that's Violet Bick!

COP
I know. I know.

GEORGE
I know that girl!

The cop shoves George to one side. He looks around and sees Ernie's taxi cruising slowly by.

GEORGE (cont'd)
Hey, Ernie - Ernie!

EXT. STREET - NIGHT

CLOSE SHOT - Ernie stops the cab, and George enters it.

GEORGE
Ernie, take me home. I'm off my nut!

ERNIE
(a much harder Ernie)
Where do you live?

GEORGE
Aw, now, doggone it, Ernie, don't you start pulling that stuff. You know where I live. Three-twenty Sycamore. Now hurry up.

ERNIE
Okay. Three-twenty Sycamore?....

(CONTINUED)

(CONTINUED)

GEORGE
Yeah - yeah - hurry up. Zuzu's sick.

ERNIE
All right.

He pulls down the flag on the meter and starts the cab.

INT. CAB - NIGHT

MED. CLOSEUP - George and Ernie. Ernie is puzzled by the stranger.

GEORGE
Look here, Ernie, straighten me out here. I've got some bad liquor or something. Listen to me now. Now, you are Ernie Bishop, and you live in Bailey Park with your wife and kid? That's right, isn't it?

ERNIE
(suspiciously)
You seen my wife?

GEORGE
(exasperated)
Seen your wife! I've been to your house a hundred times.

ERNIE
Look, bud, what's the idea? I live in a shack in Potter's Field and my wife ran away three years ago and took the kid....And I ain't never seen you before in my life.

GEORGE
Okay. Just step on it. Just get me home.

Ernie turns to driving, but he's worried about his passenger. As he passes the burlesque house he sees Bert the cop standing beside his police car. Attracting his attention, he motions to Bert to follow him, indicating he has a nut in the back. Bert gets into his car and follows.

WIPE TO:

EXT. GEORGE'S HOUSE - NIGHT

MED. LONG SHOT - The taxi pulls up to the curb and stops.

MED. CLOSE SHOT - The cab is parked. George gets out and looks at the house.

ERNIE
Is this the place?

GEORGE
Of course it's the place.

ERNIE
Well, this house ain't been lived in for twenty years.

EXT. HOUSE - NIGHT

MED. SHOT - George is stopped momentarily by the appearance of the house. Windows are broken, the porch sags, one section of the roof has fallen, doors and shutters hang askew on their hinges. Like a doomed man, George approaches the house.

EXT. CAB - NIGHT

MED. CLOSE SHOT - The police car has pulled up beside the cab, and Bert and Ernie stand watching George's actions.

BERT
What's up, Ernie?

ERNIE
I don't know, but we better keep an eye on this guy. He's bats.

Ernie switches on the spotlight on his cab, and turns the beam toward the old house.

INT. HALLWAY GEORGE'S HOUSE - NIGHT

CLOSE SHOT - The interior of the house is lit up here and there, ghostlike, by Ernie's spotlight. No furniture, cobwebs, wallpaper hanging and swinging - stairs are broken and collapsed. In a voice that sounds like a cry for help, George yells out:

GEORGE
Mary! Mary! Tommy! Pete! Janie! Zuzu! Where are you?

Clarence suddenly appears leaning against a wall.

CLARENCE
They're not here, George. You have no children.

(CONTINUED)

(CONTINUED)

GEORGE
(ignoring him)
Where are you?
(then, to Clarence)
What have you done with them?

INT. DOORWAY - NIGHT

CLOSE SHOT - Bert is standing in the entrance, with his gun in his hand. Ernie is a few feet behind him, ready to run.

BERT
All right, put up your hands. No fast moves. Come on out here, both of you.

GEORGE
Bert! Thank heaven you're here!

He rushes toward Bert.

BERT
Stand back!

GEORGE
Bert, what's happened to this house? Where's Mary? Where's my kids?

ERNIE
(warningly)
Watch him, Bert.

BERT
Come on, come on.

GEORGE
(bewildered)
Bert - Ernie! What's the matter with you two guys? You were here on my wedding night. You, both of you, stood out here on the porch and sung to us, don't you remember?

ERNIE
(nervously)
Think I'd better be going.

BERT
Look, now why don't you be a good kid and we'll take you into a doctor. Everything's going to be all right.

Bert tries to lead George away by the arm, but George struggles with him, trying to explain.

(CONTINUED)

GEORGE
Bert, now listen to me. Ernie, will you take me over to my mother's house? Bert, listen!
(gesturing to Clarence)
It's that fellow there - he says he's an angel - he's tried to hypnotize me.

BERT
I hate to do this, fella.

Bert raises his gun to hit George on the head. As he does so, Clarence darts in and fixes his teeth in Bert's wrist, forcing him to let George go.

CLARENCE
Run...George! Run, George!

George dashes out of the house, and down the street, as Bert grapples with Clarence, and they fall to the ground, wrestling. We see Bert kneeling, trying to put handcuffs on Clarence.

CLARENCE (cont'd)
Help! Joseph, help!

BERT
Oh, shut up!

CLARENCE
Help, Oh Joseph, help! Joseph!

Suddenly Clarence disappears from under Bert's hands. Bert gets up, amazed by his vanishing.

BERT
Where'd he go? Where'd he go? I had him right here.

Ernie's hair is now standing on end with fright.

ERNIE
(stammering)
I need a drink.

He runs out of the scene.

BERT
Well, which way'd they go? Help me find 'em.

EXT. BAILEY HOME - NIGHT

MED. SHOT - George runs up the path to the front door of the house, and raps on the door. He rings the bell and taps on the glass, when his attention is caught by a sign on the wall reading: "Ma Bailey's Boarding House."

MED. CLOSEUP - George at the door. The door opens and a woman appears. It is Mrs. Bailey, but she has changed amazingly. Her face is harsh and tired. In her eyes, once kindly and understanding, there is now cold suspicion. She gives no sign that she knows him.

MA BAILEY
Well?

GEORGE
Mother.....

MA BAILEY
Mother? What do you want?

It is a cruel blow to George.

GEORGE
Mother, this is George. I thought sure you'd remember me.

MA BAILEY
(coldly)
George who? If you're looking for a room there's no vacancy.

She starts to close the door, but George stops her.

GEORGE
Oh, mother, mother, please help me. Something terrible's happened to me. I don't know what it is. Something's happened to everybody. Please let me come in. Keep me here until I get over it.

MA BAILEY
Get over what? I don't take in strangers unless they're sent here by somebody I know.

GEORGE
(desperate)
Well, I know everybody you know. Your brother-in-law, Uncle Billy.

MA BAILEY
(suspiciously)
You know him?

GEORGE
Well, sure I do.

MA BAILEY
When'd you see him last?

GEORGE
Today, over at his house.

(CONTINUED)

(CONTINUED)

MA BAILEY
That's a lie. He's been in the insane asylum ever since he lost his business. And if you ask me, that's where you belong.

She slams the door shut in George's face.

EXT. HOUSE - NIGHT

MED. CLOSE SHOT - George stands a moment, stunned. Then he turns and runs out to the sidewalk, until his face fills the screen. His features are distorted by the emotional chaos within him. We see Clarence leaning on the mail box at the curb, holding his volume of "Tom Sawyer" in his hand.

CLARENCE
Strange, isn't it? Each man's life touches so many other lives, and when he isn't around he leaves an awful hole, doesn't he?

GEORGE
(quietly, trying to use logic)
I've heard of things like this. You've got me in some kind of a spell, or something. Well, I'm going to get out of it. I'll get out of it. I know how, too. I.....the last man I talked to before all this stuff started happening to me was Martini.

CLARENCE
You know where he lives?

GEORGE
Sure I know where he lives. He lives in Bailey Park.

They walk out of scene.

WIPE TO:

EXT. CEMETERY - NIGHT

MED. SHOT - George and Clarence approach the tree from which the "Bailey Park" sign once hung. Now it is just outside a cemetery, with graves where the houses used to be.

CLARENCE
Are you sure this is Bailey Park?

(CONTINUED)

(CONTINUED)

GEORGE
Oh, I'm not sure of anything anymore. All I know is this should be Bailey Park. But where are the houses?

The two walk into the cemetery.

CLARENCE
(as they go)
You weren't here to build them.

CLOSE MOVING SHOT - George wandering like a lost soul among the tombstones, Clarence trotting at his heels. Again George stops to stare with frightened eyes at:

CLOSE SHOT - a tombstone. Upon it is engraved a name, Harry Bailey. Feverishly George scrapes away the snow covering the rest of the inscription, and we read: IN MEMORY OF OUR BELOVED SON - HARRY BAILEY - 1911-1919.

CLOSE SHOT - George and Clarence.

CLARENCE
Your brother, Harry Bailey, broke through the ice and was drowned at the age of nine.

George jumps up.

GEORGE
That's a lie! Harry Bailey went to war! He got the Congressional Medal of Honor! He saved the lives of every man on that transport.

CLARENCE
(sadly)
Every man on that transport died. Harry wasn't there to save them because you weren't there to save Harry. You see, George, you really had a wonderful life. Don't you see what a mistake it would be to throw it away?

CLOSEUP - George and Clarence.

GEORGE
Clarence.....

CLARENCE
Yes, George?

GEORGE
Where's Mary?

(CONTINUED)

(CONTINUED)

CLARENCE
Oh, well, I can't.....

GEORGE
I don't know how you know these things, but tell me - where is she?

George grabs Clarence by the coat collar and shakes him.

CLARENCE
I.....

GEORGE
If you know where she is, tell me where my wife is.

CLARENCE
I'm not supposed to tell.

GEORGE
(becoming violent)
Please, Clarence, tell me where she is.

CLARENCE
You're not going to like it, George.

GEORGE
(shouting)
Where is she?

CLARENCE
She's an old maid. She never married.

GEORGE
(choking him)
Where's Mary? Where is she?

CLARENCE
She's.....

GEORGE
Where is she?

CLARENCE
(in self defense)
She's just about to close up the library!

George lets Clarence go, and runs off. Clarence falls to the ground, where he rubs his neck.

CLARENCE
(to himself)
There must be some easier way for me to get my wings.

WIPE TO:

EXT. LIBRARY - NIGHT

CLOSE SHOT - Mary comes out the door, then turns and locks it. We see George watching her from the sidewalk. Mary is very different - no buoyancy in her walk, none of Mary's abandon and love of life. Glasses, no make-up, lips compressed, elbows close to body. She looks flat and dried up, and extremely self-satisfied and efficient.

CLOSEUP - George, as he watches her.

CLOSE SHOT - George and Mary, on the sidewalk.

GEORGE
Mary!

She looks up, surprised, but, not recognizing him, continues on.

GEORGE (cont'd)
Mary!

Mary starts to run away from him, and he follows, desperately.

GEORGE (cont'd)
Mary! Mary!

He catches up to her, grabs her by the arms, and keeps a tight grip on her. She struggles to free herself.

GEORGE (cont'd)
Mary, it's George! Don't you know me? What's happened to us?

MARY
(struggling)
I don't know you! Let me go!

GEORGE
Mary, please! Oh, don't do this to me. Please, Mary, help me. Where's our kids? I need you, Mary! Help me, Mary!

Mary breaks away from him, and dashes into the first door she comes to, the Blue Moon Bar.

INT. BLUE MOON - NIGHT

CLOSE SHOT - Small tables, booths, perhaps a counter. It is crowded. Many of the people are the same who were present during the run on the Building and Loan. Mary comes running in, screaming. The place goes into an uproar. George comes in, practically insane. Some of the men grab and hold on to him.

(CONTINUED)

(CONTINUED)

GEORGE
(shouting)
Mary.....
(to men holding him)
Let me go! Mary, don't run away!

MAN
Somebody call the police!

ANOTHER MAN
Hit him with a bottle!

ANOTHER MAN
He needs a straight jacket!

MARY
(from back of room)
That man - stop him!

GEORGE
(recognizing some of them)
Tom! Ed! Charlie! That's my wife!

Mary lets out a final scream, then faints into the arms of a couple of women at the bar.

GEORGE (cont'd)
Mary!

MAN
Oh, no you don't!

GEORGE
(screaming)
Mary!

George can't fight through the men holding him. Desperately he thinks of Clarence, and heads for the door.

GEORGE (cont'd)
Clarence! Clarence! Where are you?

EXT. SIDEWALK - NIGHT

CLOSE SHOT - Just as George breaks through the door, Bert arrives in his police car. He gets out and heads for the door, to run into George as he comes out.

BERT
Oh, it's you!

(CONTINUED)

(CONTINUED)

He grabs for George, who lets him have one square on the button, knocking him down, then continues running down the street yelling for Clarence. Bert gets up, takes out his gun and fires several shots after the fleeing figure.

BERT
(to crowd)
Stand back!

Bert gets into the police car, and, siren screaming, sets off in pursuit of George.

WIPE TO:

EXT. BRIDGE OVER RIVER - NIGHT

MED. SHOT - The same part of the bridge where George was standing before Clarence jumped in. The wind is blowing as it has all through this sequence. George comes running into shot. He is frantically looking for Clarence.

GEORGE
Clarence! Clarence! Help me, Clarence. Get me back. Get me back. I don't care what happens to me. Only get me back to my wife and kids. Help me, Clarence, please. Please! I want to live again!

CLOSEUP - George leaning on the bridge railing, praying.

GEORGE
I want to live again. I want to live again. Please, God, let me live again.

George sobs. Suddenly, toward the end of the above, the wind dies down. A soft, gentle snow begins to fall.

CLOSE SHOT - George sobbing at the railing. The police car pulls up on the roadway behind him, and Bert comes into scene.

BERT
Hey, George! George! You all right?

George backs away and gets set to hit Bert again.

BERT (cont'd)
Hey, what's the matter?

(CONTINUED)

(CONTINUED)

GEORGE
(warningly)
Now get out of here, Bert, or I'll hit you again! Get out!

BERT
What the Sam Hill you yelling for, George.

GEORGE
Don't.....George?

George talks hopefully - George touches Bert unbelievingly - George's mouth is bleeding again.

GEORGE (cont'd)
Bert, do you know me?

BERT
Know you? Are you kiddin'? I've been looking all over town trying to find you. I saw your car piled into that tree down there, and I thought maybe..... Hey, your mouth's bleeding, are you sure you're all right?

GEORGE
What did.....

George touches his lips with his tongue, wipes his mouth with his hand, laughs happily. His rapture knows no bounds.

GEORGE (cont'd)
(joyously)
My mouth's bleeding, Bert! My mouth's bleed.....
(feeling in watch pocket)
Zuzu's petals! Zuzu's....they're.. they're here Bert! What do you know about that! Merry Christmas!

He practically embraces the astonished Bert, then runs at top speed toward town.

LONG SHOT - George runs away from camera yelling:

GEORGE
Mary! Mary!

WIPE TO:

EXT. RESIDENTIAL STREET - NIGHT

CLOSE SHOT - George's wrecked car is smashed against the tree. He comes running into shot, sees the car, let's out a triumphant yell, pats the car, and dashes on.

EXT. MAIN STREET BEDFORD FALLS - NIGHT

CLOSE SHOT - George sees that the POTTERSVILLE sign is now replaced by the original YOU ARE NOW IN BEDFORD FALLS sign.

GEORGE
Hello, Bedford Falls!

He turns and runs through the falling snow up the main street of the town. As he runs, he notices that the town is back in its original appearance. He passes some late shoppers on the street:

GEORGE (cont'd)
Merry Christmas!

PEOPLE
(ad lib)
Merry Christmas! Merry Christmas, George!

EXT. THEATRE - NIGHT

PAN SHOT - As George runs by:

GEORGE
Merry Christmas, movie house!

EXT. BEDFORD FALLS EMPORIUM - NIGHT

PAN SHOT - As George runs by:

GEORGE
Merry Christmas, emporium!

EXT. BUILDING AND LOAN OFFICES - NIGHT

PAN SHOT - As George runs by:

GEORGE
Merry Christmas, you wonderful old Building and Loan!

EXT. BANK - NIGHT

CLOSE SHOT - George notices a light in Potter's office window, and races across the street.

INT. POTTER'S OFFICE - NIGHT

CLOSE SHOT - Potter is seated working at his desk, his goon by his side. George pounds on the window.

(CONTINUED)

(CONTINUED)

GEORGE
(from outside)
Merry Christmas, Mr. Potter!

George runs off as Potter looks up from his work.

POTTER
Happy New Year to you - in jail!
Go on home - they're waiting for
you!

INT. GEORGE'S HOME - NIGHT

The lights are on. There is a fire in the fireplace. The Christmas tree is fully decorated with presents stacked around.

INT. ENTRANCE HALL - NIGHT

CLOSE SHOT - Carter, the bank examiner, a newspaper reporter and photographer, and a sheriff, are waiting in the hall for George. George comes dashing in the front door.

GEORGE
(excitedly)
Mary.....
(sees the men)
Well, hello, Mr. Bank Examiner!

He grabs his hand and shakes it.

CARTER
(surprised)
Mr. Bailey, there's a deficit!

GEORGE
I know. Eight thousand dollars.

SHERIFF
(reaching in
coat)
George, I've got a little paper
here.

GEORGE
(happily)
I'll bet it's a warrant for my
arrest. Isn't it wonderful?
Merry Christmas!

The photographer sets off a flash bulb.

GEORGE
Reporters? Where's Mary?
(calling)
Mary!

(CONTINUED)

(CONTINUED)

George runs to the kitchen. He gets no answer. As he goes:

GEORGE (cont'd)
Oh, look at this wonderful old drafty house! Mary! Mary!

He comes running back to the hall.

GEORGE (cont'd)
Have you seen my wife?

CHILDREN'S VOICES
Merry Christmas, daddy! Merry Christmas, daddy!

INT. STAIRS - NIGHT

MED. SHOT - The three children are standing at the top of the stairs. They are in their pajamas.

GEORGE
Kids!

George starts to run up the stairs, and the old familiar knob on the bannister comes off in his hand. He kisses it lovingly and puts it back, then continues up the stairs.

GEORGE (cont'd)
Pete - kids - Janie - Tommy.
(takes them in his arms)
I could eat you up!

INT. TOP OF STAIRS - NIGHT

CLOSE SHOT - George and the kids. He is hugging them.

GEORGE
Where's your mother?

JANIE
She went looking for you with Uncle Billy.

Zuzu comes running out of her bedroom. George crushes her to him.

ZUZU
Daddy!

GEORGE
Zuzu - Zuzu. My little gingersnap! How do you feel?

(CONTINUED)

ZUZU
Fine.

JANIE
And not a smitch of temperature.

GEORGE
(laughing)
Not a smitch of temp.....

INT. HALL - NIGHT

CLOSE SHOT - As Mary comes through the door, breathless and excited. The four men are watching with open mouths.

GEORGE'S VOICE
Hallelujah!

MARY
(to the men)
Hello.
(sees George)
George! Darling!

INT. STAIRS - NIGHT

CLOSE SHOT - Mary races up the stairs, where George meets her in a fierce embrace.

GEORGE
Mary! Mary!

MARY
George, darling! Where have you been?

George and Mary embrace tearfully.

MARY (cont'd)
Oh, George, George, George.

GEORGE
Mary! Let me touch you! Oh, you're real!

MARY
Oh, George, George!

GEORGE
You have no idea what's happened to me.

MARY
You have no idea what happened....

He stops her with a kiss. She leads him excitedly down the stairs.

(CONTINUED)

(CONTINUED)

MARY (cont'd)
Well, come on, George, come on downstairs quick. They're on their way.

GEORGE
All right.

INT. LIVING ROOM - NIGHT

CLOSE SHOT - Mary leads George, who is carrying a couple of the kids on his back, to a position in front of the Christmas tree.

MARY
Come on in here now. Now, you stand right over here, by the tree. Right there, and don't move, don't move. I hear 'em now, George, it's a miracle! It's a miracle!

She runs toward front door and flings it open. Ad lib SOUNDS of an excited crowd can be heard. Uncle Billy, face flushed, covered with snow, and carrying a clothes basket filled with money, bursts in. He is followed by Ernie, and about twenty more townspeople.

MARY (cont'd)
Come in, Uncle Billy! Everybody! In here!

Uncle Billy, Mary and the crowd come into the living room. A table stands in front of George. George picks up Zuzu to protect her from the mob. Uncle Billy dumps the basketful of money out onto the table - the money overflows and falls all over.

UNCLE BILLY
Isn't it wonderful?

The rest of the crowd all greet George with greetings and smiles. Each one comes forward with money. In their pockets, in shoe boxes, in coffee pots. Money pours onto the table - pennies, dimes, quarters, dollar bills - small money, but lots of it. Mrs. Bailey and Mrs. Hatch push toward George. More people come in. The place becomes a bedlam. Shouts of "Gangway - gangway" as a new bunch comes in and pours out its money. Mary stands next to George, watching him. George stands there overcome and speechless as he holds Zuzu. As he sees the familiar faces, he gives them sick grins. Tears course down his face. His lips frame their names as he greets them.

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UNCLE BILLY (cont'd)
(emotionally at the breaking point)
Mary did it, George! Mary did it! She told a few people you were in trouble and they scattered all over town collecting money. They didn't ask any questions - just said: "If George is in trouble - count on me." You never saw anything like it.

Tom comes in, digging in his purse as he comes.

TOM
What is this, George? Another run on the bank?

Charlie adds his money to the pile.

CHARLIE
Here you are, George. Merry Christmas.

Ernie is trying to get some system into the chaos.

ERNIE
The line forms on the right.

Mr. Martini comes in bearing a mixing bowl overflowing with cash.

ERNIE (cont'd)
Mr. Martini! Merry Christmas! Step right up here.

Martini dumps his money on the table.

MARTINI
I busted the juke-box, too!

Mr. Gower enters with a large glass jar jammed full of notes.

ERNIE
Mr. Gower!

GOWER
(to George)
I made the rounds of my charge accounts.

Violet Bick arrives, and takes out the money George had given her for her trip to New York.

GEORGE
Violet Bick!

(CONTINUED)

(CONTINUED)

VIOLET
I'm not going to go, George. I changed my mind.

Annie, the colored maid enters, digging money out of a long black stocking.

ANNIE
I've been saving this money for a divorce, if ever I get a husband.

Mr. Partridge, the high school principal, is the next donor.

PARTRIDGE
There you are, George. I got the faculty all up out of bed.
(hands his watch to Zuzu)
And here's something for you to play with.

MAN
(giving money)
I wouldn't have a roof over my head if it wasn't for you, George.

Ernie is reading a telegram he has just received.

ERNIE
Just a minute. Quiet, everybody. Quiet - quiet. Now, this is from London.
(reading)
Mr. Gower cables you need cash. Stop. My office instructed to advance you up to twenty-five thousand dollars. Stop. Hee-haw and Merry Christmas. Sam Wainwright.

The crowd breaks into a cheer as Ernie drops the telegram on top of the pile of money on the table.

MARY
(calling out)
Mr. Martini. How about some wine?

As various members of the family bring out a punch bowl and glasses, Janie sits down at the piano and strikes a chord. She starts playing: "Hark the Herald Angels Sing," and the entire crowd join in the singing. We see a SERIES OF SHOTS of the various groups singing the hymn, and some people are still coming in and dropping their money on the table. Carter, the bank examiner, makes a donation, the sheriff sheepishly looks at George and tears his warrant in small pieces. In the midst of this scene, Harry, in Naval uniform, enters, accompanied by Bert, the cop.

(CONTINUED)

HARRY
Hello, George, how are you?

GEORGE
Harry....Harry....

HARRY
(as he sees the money)
Mary -- looks like I got here too late.

BERT
Mary, I got him here from the airport as quickly as I could. The fool flew all the way up here in a blizzard.

Mrs. Bailey enters scene.

MRS. BAILEY
Harry, how about your banquet in New York?

HARRY
Oh, I left right in the middle of it as soon as I got Mary's telegram.

Ernie hands Harry a glass of wine.

HARRY (cont'd)
Good idea, Ernie. A toast..... to my big brother, George. The richest man in town!

Once more the crowd breaks into cheering and applause. Janie at the piano and Bert on his accordian, start playing "Auld Lang Syne", and everyone joins in.

CLOSE SHOT - George, still holding Zuzu in his arms, glances down at the pile of money on the table. His eye catches something on top of the pile, and he reaches down for it. It is Clarence's copy of "Tom Sawyer." George opens it and finds an inscription written in it: "Dear George, remember no man is a failure who has friends. Thanks for the wings, Love Clarence."

MARY
(looking at book)
What's that?

GEORGE
That's a Christmas present from a very dear friend of mine.

(CONTINUED)

At this moment, perhaps because of the jostling of some of the people on the other side of the tree, a little silver bell on the Christmas tree swings to and fro with a silvery tinkle. Zuzu closes the cover of the book, and points to the bell.

ZUZU
Look daddy. Teacher says, every time a bell rings an angel gets his wings.

GEORGE
(smiling)
That's right, that's right.

He looks up toward the ceiling and winks.

GEORGE (cont'd)
Attaboy, Clarence.

The voices of the people singing swell into a final crescendo for the

FADE OUT

THE END